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ISSUE 126 · SEPTEMBER 2005

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...Conan sprang clear, every thew quivering from the violence of his efforts; blood started where the grazing fingers had torn the skin. In that instant of contact he had experienced the ultimate madness of blasphemed nature; no human flesh had bruised his, but *metal* animated and sentient; it was a body of living iron which opposed his.

Robert E. Howard
"The Devil in Iron"

DUNGEON ADVENTURE PLAYER REWARDS!

Take advantage of the RPGA'S Player Rewards program by scoring points with the adventures from this issue of DUNGEON! Each adventure is worth 2 D&D Player Rewards points, and remains active until 10/28/05.

RPGA NETWORK

Drop by www.rpga.com for more details, and use the following adventure codes:
Encounter at Blackwall Keep (126BK1DN)
The Clockwork Fortress (126CF1DN)
Blood of Malar (126BM1DN)
The Menagerie (126MN1DN)

CROUCHING TIGER, HIDDEN DUNGEON

In the last two weeks I've been too busy to sleep, let alone play Dungeons & Dragons. Last minute work on the Shackled City Adventure Path hardcover forced me to cancel our Age of Worms playtest campaign two weeks in a row, and I began to forget the difference between a d20 and a d12. But somehow, between the hours of 2:00 and 4:00 AM, I managed to squeeze in a little gaming in the form of *Jade Empire*, a martial arts fantasy RPG for the Xbox.

It should come as little surprise that I prefer face-to-face tabletop roleplaying to console games that offer only two or three answers to a question from an NPC. But electronic RPGs have really made tremendous strides in the last few years, and I think it's fair to say that *Jade Empire* stands at the absolute cutting edge of the field. And while even the best the computer crowd has to offer can't come close to the best tabletop RPG experiences, computer RPGs like *Jade Empire* nonetheless offer plenty of inspiration for how to design compelling encounters.

One of the greatest challenges DMs face when putting together an adventure is to get the players to do what you want them to do without making it seem like you are leading them by the nose or "railroading" them to a foregone conclusion. Let's say you begin the campaign with a dungeon, and want to include a challenging final encounter featuring a fearsome foe in the final room (an "end boss," in the argot of the video gamer). Perhaps the loathsome creature guards a bit of treasure that will unlock another mysterious location you've been scribbling about for months in your campaign workbook.

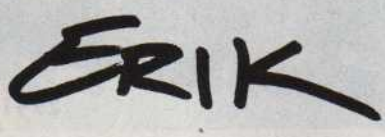
But a straight march through a dungeon from room #1 to room #21 isn't likely to hold the players' interest for a sustained period. The players who favor a more social game with NPC interaction and political maneuvering are going to have trouble stifling their yawns the sixth time the rogue makes his Disable Device check. Worst of all, if the PCs must get the treasure to move the campaign forward, you might reasonably be accused of railroading.

DMs in this situation would be well served to take a page from computer RPGs, which are faced with an identical design challenge at nearly every step of the game. In order for the game to move forward, the player must go from point A to point B. But in order to make things seem less linear, the video game designer adds numerous side quests to keep things interesting.

In order to reach the great Imperial City, to use an example from *Jade Empire*, the PCs must find a magical flying machine. To get the machine, they must first fight their way past a band of pirates who harbor the vessel's mad creator. Once he has been befriended, the PCs must discover a missing power source to fuel the vehicle, which requires side quests of its own. At the end of the day (or level), the PCs have still moved from point A to point B. The encounter still has a linear construction, but that fact is hidden by side quests in what might be called "linear backtracking."

The principle of linear backtracking is a good one to keep in mind when you're designing encounters for your friends. Going back to our 21-room dungeon, you might add elements of linear backtracking by hiding keys to impassible doors in other rooms of the dungeon, by forcing the PCs to negotiate with a denizen who requires that some task be performed before he lets them pass, or by posing some riddle that must be researched in a library before progress can be made. In the end your players will make it to that all important point B, but with a half-dozen side quests between it and point A, they'll hardly feel like they've been railroaded.

Now if you'll excuse me, I have some Lotus Assassins to dispatch.



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Check out the DUNGEON messageboards at paizo.com/dungeon

Dungeon #123

Issue #123's "Salvage Operation," by Mike Mearls, featured a spooky foray into a derelict ship packed with zombies and spiders. Mike's previous DUNGEON offerings, #122's "Root of Evil" and last issue's "The Three Faces of Evil," helped to land him a new full-time position as an RPG developer for Wizards of the Coast. Congratulations, Mike! Have fun storming the castle!

Frequent contributor and all-around prolific monster Phillip Larwood brought us "The Amarantha Agenda," a forest adventure featuring fiendish shambling mounds, sporebats, and the wonderful Amarantha herself, a woodling dryad warlock infused with fiendish hate. Naturally, we loved her.

Newcomer Anson Caralya dropped by with "The Quicksilver Hourglass," our first epic level adventure in more than a year. And here we thought we'd never get a chance to put a blackstone gigant into the magazine. Silly us.

EBERRON fans had much to cheer about in #123, with the first installment of the Shards of EBERRON Campaign Arc, which reprised last year's RPGA D&D Open from Gen Con Indy. Our own Jason Bulmahn (Associate Editor, DRAGON) is currently hard at work on this year's Open, which may some day make it into these pages as well.

Back issues of DUNGEON #123 and dozens of other great issues are available at paizo.com.

Prison Mail

New DM Tips

Hey, I just bought my first DUNGEON and it seems like good stuff—lots of good comments. Anyway, I'm a new DM and I'm still trying to acquire the rulebooks. I'm very interested in D&D and have been since I played with my friends a couple of years back. Can you give a new DM some advice?

Hayden Tunnicliffe
Via Email

The first things you'll want to hunt down are the three core rulebooks, the Player's Handbook, DUNGEON MASTER'S Guide, *and* Monster Manual. *With those in hand, you're ready to dig a little deeper. Personally, I can never get enough of monsters, so you'll want to consider* Monster Manual II, Monster Manual III, *and the* Fiend Folio. *If you think you want a prepackaged fantasy world in which to adventure (rather than making one up yourself, which is cheaper but much more time consuming), check out the new* EBERRON Campaign Setting *or the venerable* FORGOTTEN REALMS Campaign Setting, *both of which should be available at major bookstores, the local game shop, or online at paizo.com.*

While you're visiting paizo.com, drop by the DRAGON *and* DUNGEON *messageboards to take part in a growing community of D&D enthusiasts who will be happy to answer any questions you might have about the game or point you in exciting directions related to new books or just simple advice on running the game.*

If you're really stuck for players, drop by wizards.com/rpga to learn more about the RPGA Network, a huge worldwide association of gamers who probably sponsor game events near you. RPGA gatherings are a great place to meet gamers and find players with interests similar to your own.

Lastly, keep reading DRAGON *and* DUNGEON *magazines! We do our best to keep readers up to date on the latest trends in the game, new rules and monsters, and a steady stream of adventures that will keep you playing well into 9th edition.*

400-Page Magazine?

Hello. I am huge fan of both DUNGEON and DRAGON magazine. I inquire as to whether or not you're planning to do any more revisions of old adventures like your huge "Maure Castle" issue back in #112. I'm sure many players like myself would be surprised and overjoyed to see oldies like *Expedition to the Barrier Peaks* within the pages of DUNGEON. Keep up the incredible work.

Mike J. Kniotek
Via Email

It's funny you should mention Expedition to the Barrier Peaks, *Mike, since that was originally the adventure we wanted to do for #112. When we sat down and figured out just how much space it would take to do justice to that science-fantasy classic, however, there was just no way to pull it off in a single issue. Instead, we decided to go with another favorite*

from 1st edition, Mordenkainen's Fantastic Adventure, which of course became "Maure Castle". Other than the occasional level of "Maure Castle" (see #124), we don't currently have any plans to revist other classic adventures, but you never know what might turn up on the old random encounter chart.

We Miss Wil!

Friends at DUNGEON: this morning I was very disappointed to hear that Wil Wheaton will be dropping his column. It was a pleasure to read and was one of the reasons I bought DUNGEON. I just wanted to add my voice to the many, I'm sure, that will write in support of Wil's column. Thanks.

Pablo Garcia
Via Email

Unfortunately, Wil has decided to end his column in these pages after taking a hard look at all of his commitments and realizing that he was simply doing too much at the same time. I'd like to offer a personal "thanks" to Wil for ten great columns, and welcome him back in our pages if he decides he's got something to say about the game we all love. In the meantime, we're still trying to figure out exactly what to do with that back page. For now, we're representing the cover art, but we hope to re-introduce the long-lost Maps of Mystery feature on that page next month.

It's All About the Myrmomancy

In issue #123, Jason Smith wrote a very insightful letter about a decision many DMs have to make in their campaigns—the choice between slightly railroading PCs to help create an epic storyline or letting the cards fall where they may in the hope that something great comes out of the ensuing limbo. I agree with you that DUNGEON cannot and should not try to cater to individual campaigns—it simply doesn't work. That's a duty best left to the DM. And it happens to be one of my favorite duties.

Take the Shackled City Adventure Path, for example. There are hundreds of ways you could tie a character's past into that. Right off the bat, you could make one of them one of the shackleborn (and I know I'm not the first DM to come up with that gem). My favorite aspect of these adventures is how they are so adaptable to any campaign setting or any set of characters. For example, my homebrew campaign features a trio of demonic cults as one of the primary evil organizations (Tada! Ebon Triad). The war between angels and demons plays a huge role in my campaign ("Test of the Smoking Eye," DUNGEON #107). With only minor changes, my homebrew campaign clicks right into place around this adventure set. Most of these changes are purely cosmetic; no number-crunching, just some creative thinking. Which leads into my next topic...

Please stop reading my mind. I don't know if you've got psions, mind flayers, or some diviner locked away in the bowels of the DUNGEON offices, but the amazing degree of compatibility that your adventures have with my homebrew worlds simply isn't worth knowing that my mind is, even now, being violated by some outside force of supernatural nature. Not cool man. Not cool.

Timm Woods
Via Email

Once a Year (We Hope!)

I really like the fact that you included an epic adventure in issue #123! Fantastic. I am going to run "Quicksilver Hourglass" on Saturday and I think we will have a lot of fun. I definitely want more epic stuff!

Mirco Neubauer
Hannover, Germany

And we definitely want to give it to you, Mirco, assuming the math involved with epic level stat blocks don't drive us into profound insanity in the process. Look for us to publish an epic adventure about as often as we publish material compatible with Oriental Adventures, which is to say about once a year.—Erik Mona

Next Month in Dungeon

Dungeon #127

The Hive

By Phillip Larwood

The once-dwarven wizard Hehranna knows that her previous race, for all its pride and skill, is hampered and distracted by lesser concerns—family, friendship, emotion. Once they join the Hive, they won't begrudge a few moments of pain in exchange for the industrious awakening she has to offer them. "The Hive" is a D&D adventure for 5th–level characters.

The Hall of Harsh Reflections

By Jason Bulmahn

Allustan's warnings send the PCs to the Free City for a consultation with the scholar Eligos. But their heroic actions in Diamond Lake have preceeded them to the metropolis, which teems with enemies allied to the Ebon Triad. An Age of Worms Adventure Path scenario for 7th-level characters.

Dungeon of the Crypt

By Eric L. Boyd

Waterdeep's vampire war heats up as powerful lords of darkness vie for control of the Dungeon of the Crypt beneath the City of the Dead, using a band of brave adventurers as their unwitting agents. The second adventure in the Vampires of Waterdeep Campaign Arc, "Dungeon of the Crypt" is a FORGOTTEN REALMS adventure for 13th-level characters.

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Submissions: Interested in writing for the magazine? Download our submission guidelines by visiting the Dungeon homepage at paizo.com/dungeon.

Joachim

AGE OF WORMS

ENCOUNTER AT BLACKWALL KEEP

The lizardfolk of the Mistmarsh have long been a thorn in the Free City's side. Barbaric and aggressive, the reptilian humanoids grew more bold with each year, until the Free City built a pair of keeps at either end of the swamp. The solution seemed to work, for the lizardfolk attacks waned in the following years. Yet the truth behind this change is more sinister—the mark of Kyuss has come to the Mistmarsh, and the lizardfolk are only its first victims.

"Encounter at Blackwall Keep" is a DUNGEONS & DRAGONS adventure designed for four 5th-level characters. It is also the third installment of the Age of Worms Adventure Path, a complete campaign consisting of 12 adventures, several "Backdrop" articles to help Dungeon Masters run the series, and a handful of poster maps of key locations. For additional aid in running this campaign, check out DRAGON's monthly "Wormfood" articles, a series that provides additional material to help players survive this campaign. Your PCs should hit 6th level at some point in this adventure, and if any of them decide to take Leadership as their 6th-level feat, check out issue #335 of DRAGON for three sample cohorts that they might want to take on. Finally, you can head online to paizo.com to download Age of Worms Overload, a free PDF that includes details on the hinterlands surrounding Diamond Lake, stat blocks for nearly everyone in town, conversion notes for running the campaign in the FORGOTTEN REALMS or EBERRON settings, and more.

Of course, you can also run "Encounter at Blackwall Keep" as a stand-alone adventure, or even as part of a campaign of your own design.

Because much of the adventure takes place in an isolated swamp, the PCs have limited opportunities to replenish supplies unless they're willing to travel for several days (by which time the events of this adventure could end badly).

Since this adventure heavily features lizardfolk, you may want to check out DRAGON #335's "Ecology of the Lizardfolk" for more ideas on how to roleplay and portray these creatures.

BY SEAN K REYNOLDS
BY JOACHIM BARRUM, STEVE PRESCOTT, AND EVA WIDERMANN
BY ROBERT LAZZARETTI

AGE OF WORMS CALLIGRAPHY BY DARLENE

ADVENTURE PATH | LOW-LEVEL (1ST–5TH) | TEMPERATE SWAMP & DUNGEON CRAWL

Adventure Background

Decades ago, the lizardfolk of the large swampland known as the Mistmarsh grew bolder in their attacks on nearby farms and trade routes. The onslaught prompted the construction of two new keeps, one at the south end of the marsh (Marsh Keep) and the other at the north end (Blackwall Keep). Fully garrisoned with militia and a spellcasting officer and run by the nearby Free City, these keeps offered an extra element of defense against lizardfolk raids from the Mistmarsh. In the years that followed, lizardfolk attacks abated. The Free City assumed that their two new keeps had done the trick, but in truth, something far more sinister had occurred.

About two years ago, a sudden blight of ravenous green worms ate through entire clutches of lizardfolk hatchlings in numerous tribes throughout the Mistmarsh. With an entire generation wiped out, many tribes fell to desperation and depravity. Others were forced to take shelter and wait for new warriors to come of age. During these dark times, the Twisted Branch tribe received a visitor.

This visitor was Ilthane, a black dragon. She seemed to know much of the green worms that plagued the lizardfolk, and when she told them that arcanists from the Free City were responsible, the lizardfolk grew angry indeed. Over the next several months, the Twisted Branch nurtured their newest generation of warriors into fighters, and in the interim, Ilthane graciously offered to guard the tribe's clutch of eggs until they regained their foothold in the Mistmarsh.

Today, the Twisted Branch tribe is once again strong. Their eggs are set in a special chamber connected to the lizardfolk lair by a long underwater tunnel. Ilthane herself lairs here sometimes, but has been away on business elsewhere for some time now. With their increased numbers and the dragon's support, the lizardfolk hope to amass an army that can threaten the expansionist Free City, stalling further encroachment on their homeland and exacting revenge for the terrible blight upon their eggs.

Yet unknown to the tribe, Ilthane has deceived them. She is in fact the one responsible for the worms ten years ago, just as she is responsible for the new batch of green worms that even now incubates in the lizardfolk lair. Ilthane secretly works for the dracolich Dragotha, who served the undead godling Kyuss in ancient times. Ilthane hoped to infect the lizardfolk with masses of Kyuss' ravenous worms years ago, but the worms didn't take. Rather than transform the lizardfolk young into undead monsters, they merely consumed them and died. With the new batch of worms, she has corrected her previous errors. Soon, the worms will emerge from the special incubator she has installed in the lizardfolk warren, and she'll be able to create a large number of undead horrors in a very short amount of time, all according to the wishes of her unliving master. Though Ilthane does not appear in this adventure (she is far too powerful for 5th-level characters to defeat), her presence and influence should be felt in many places. Eventually, in "A Gathering of Winds" (DUNGEON #129), the PCs will have a chance to confront the black dragon personally.

Although they did their best to keep the shame of losing an entire clutch to the worms a secret, the lizardfolk were unable to hide it from everyone. Not long after the lizardfolk attacks ceased two years ago, Blackwall Keep's then resident mage visited the Twisted Branch lizardfolk on an unsanctioned diplomatic mission. He returned "changed," eventually transforming into a horrible undead thing infested with green worms. Unwilling to slay their former colleague, the soldiers locked him in the basement, where he has waited patiently for a chance to escape.

As the PCs set out for Blackwall Keep, things are about to grow complicated.

Adventure Synopsis

In the first two adventures of the Age of Worms Adventure Path, the PCs met and befriended a local wizard named Allustan. Dubbed "the smartest man in Diamond Lake," Allustan took a keen interest in the Whispering Cairn after the PCs discovered that it was a tomb for the ancient Wind Dukes of Aaqa. Allustan is keenly interested in exploring the cairn himself, but first, he needs to consult with an old friend in Blackwall Keep. He asks the PCs to accompany him south as an escort; the road along the Mistmarsh's edge is unsafe, even for a powerful wizard.

The PCs arrive at Blackwall Keep to find over two dozen lizardfolk assaulting it. The PCs must battle to rescue the survivors in the keep and repel the lizardfolk in successive attacks. Once the keep is secure, the surviving guards tell them several soldiers (including Allustan's friend) were carried off and need to be rescued. Allustan urges them to free the captives, while he uses an emergency scroll of *teleport* to report the news to the commander of the Diamond Lake garrison and ask for reinforcements to be sent south.

The trek to the lizardfolk lair takes more than a day, but the numerous lizardfolk leave a relatively easy trail even through the swamp. The lair is large and partly submerged, and the lizardfolk defend it vigorously. The PCs learn of a schism within the lizardfolk tribe, and of the alliance between the lizard king and the black dragon Ilthane, and by defeating the corrupt king and rescuing the tribe's eggs from a terrible fate the PCs can secure the cooperation of the Mistmarsh tribes and rescue the prisoners.

Returning to the keep with the freed soldiers, the PCs find the survivors at the keep are terrified of a creature in the basement that has been snatching them one by one. The PCs must defeat this final enemy before its undead corruption spreads.

Adventure Hooks

If the PCs have played through the earlier parts of the Age of Worms adventure path, this adventure starts with Allustan contacting the PCs. He tells them that he has completed his study of the artifacts they found in the Whispering Cairn. He believes the glyphs on the objects are an ancient dialect of Auran, the language of elemental air.

He explains that some of the tombs in the Cairn Hills are thought to contain the graves of the Wind Dukes of Aaqa, great and valorous beings of flesh and air who served Law in the primordial times before history. The Wind Dukes battled an evil entity known as the Queen of Chaos, defeating her with an artifact which shattered and is now known as the *Rod of Seven Parts*. Even children know of this legendary battle on the Fields of Pesh, thought by some to lie in the distant north. All of these clues have Allustan greatly interested in the Whispering Cairn, and he would like the PCs to tell him its location so he may study it further.

Before he can make that visit, however, he has an appointment he must keep. Marzena, a battle mage of the Free City assigned to Blackwall Keep at the northern edge of the Mistmarsh, is an old friend of Allustan and sent him a message about reports of strange green worms in the Cairn Hills. If the PCs have told Allustan about the green worms, he points out Marzena's message as a possible tie to that mystery. Allustan asks the PCs to escort him to Blackwall Keep, as the Mistmarsh is a dangerous place and monsters have been known to raid outlying farms.

If you haven't used the previous two adventures in the Age of Worms adventure path, here are a few ways to get your PCs involved with this adventure.

- Marzena is a friend or relative of one of the PCs, and that PC is traveling to Blackwall Keep to visit her.
- The keep's architect or an older military advisor needs an escort back to the keep. This option presents interesting difficulties as the PCs must keep their charge out of harm's way while they deal with the besieging lizardfolk.
- The PCs might spot the lizardfolk dragging their captives into the lair, or have some other motivation to enter the lair (such as investigating rumors of an alliance between the lizardfolk and a dragon), bypassing the initial encounters at the keep.

PART ONE: TO BLACKWALL KEEP

This adventure assumes that the PCs begin in Diamond Lake. Give them time to tie up any loose ends from their previous adventure, identify magic items, brew potions and write scrolls, and otherwise recover from their ordeals under Dourstone Mine. If any of the PCs have indicated a desire to take the Leadership feat in the future, you can introduce several possible cohorts at this point so that when the PC reaches 6th level, they'll have some prospects to choose from.

Eventually, Allustan gathers the PCs for the journey south. Although he has a scroll of *teleport*, he prefers to keep it in reserve for emergencies and instead plans to travel on horseback to Blackwall Keep. The road to the Keep is 18 miles east along a trail (the latter parts of which are hilly), then south a like distance along another trail to the southernmost spur of the Cairn Hills. Roll for encounters once per day on the eastbound trip using the following table. Once a particular group is encountered it can't be encountered again (if that encounter is rolled a second time, no encounter occurs that day).

Encounters on the Road

d%	Encounter
01–35	No encounter
36–45	2d6 dwarf crafters
46–55	2d4 gnome traders
56–65	2d6 halfling farmers
66–75	2d6 religious pilgrims
76–85	4 bandits (EL 3)
86–90	8 orcs (EL 4)
91–95	8 goblins (EL 3)
96–100	4 lizardfolk (EL 5)

Dwarf Crafters: These dwarves are carrying a shipment of metal tools to the Free City. Each dwarf is an expert 1 and carries a bag of goods. They're willing to sell their goods on the road if the buyer seems reputable, and defend themselves and their goods if attacked, but they are not soldiers and would rather be robbed than killed.

Gnome Traders: The gnomes are returning from the Free City after bargaining for exotic goods. They're interested in buying small gems and pieces of jewelry, and have minor alchemical items (25 gp or less) for sale. Each is an expert 1. As with the dwarves, they'll fight to protect their property but run away if they think odds are they'll be killed.

Halfling Farmers: These 1st-level commoners have bags of herbs and pipeweed they're bringing to market. They don't like to trade on the road and only do so if there is a halfling PC. They run away if attacked.

Religious Pilgrims: These devout worshipers of St. Cuthbert are on their way to Diamond Lake for a religious holiday. Each is a 1st-level commoner or expert (any race) except for the leader, who is a 1st-level cleric. The pilgrims subscribe to the militant doctrine of Diamond Lake's church of St. Cuthbert, and see any interaction with strangers as a chance to gain new converts.

Bandits: These ruffians are 2nd-level warrior humans or half-orcs and are trying to collect "toll money" from people on the road. They can be cowed by a show of force or intimidation, and flee combat if their opponents appear to have any skill.

Orcs or Goblins: These savage raiders only attack at night, preferably when most or all of their opponents are sleeping. They are cautious and usually do not attack well-armed or well-guarded targets unless they look wealthy.

Lizardfolk: These reptiles are not associated with the tribe attacking Blackwall Keep. They are scouting for unusual (i.e., non-swamp) game to bring to their king as a gift, are only encountered around dusk and dawn, and only fight if attacked. If hailed in Draconic (the only language they understand) and bribed with food they are willing to tell the PCs recent news from the Mistmarsh; the only thing of interest to the PCs is that one of the larger lizardfolk tribes (the Twisted Branch) near the center of the Mistmarsh is preparing for war.

These encounters shouldn't particularly challenge the PCs, especially since

they have Allustan along. He intends to stay the night in an old, abandoned farmhouse along the side of the road known locally as "Shank's Rest." Shank gave up farming many years ago when he inherited a large amount of money, and moved to the Free City to live up his twilight years. He never bothered selling his old farm, and now, travelers often use the farmhouse as a waypoint on their travels along the road.

During this night, you should feel free to roleplay any conversations the PCs may have with Allustan. Try to develop him into a likable supporting character—a friend. He may challenge a PC to a contest of riddles, or he might simply tell them stories of his younger days spent as an adventurer. He won't elaborate on his mysterious patron, saying only that their parting was less than friendly. Later, in the sixth installment of the Age of Worms, the PCs must rescue Allustan from a dire fate, and the impact of that event will be stronger if the PCs view Allustan as a trusted friend.

ALLUSTAN **CR 8**

Male human wizard 8
N Medium humanoid
Init +6; **Senses** Spot +6, Listen +6
Languages Common, Elven, Dwarven

AC 17, touch 13, flat-footed 15; Dodge
hp 29 (8 HD)
Fort +5, **Ref** +6, **Will** +10

Spd 30 ft.
Melee mwk dagger +4 melee (1d4–1/19–20)
Ranged mwk dagger +7 ranged (1d4–1/19–20)
Base Atk +4; **Grp** +3
Combat Gear *potion of cure moderate wounds*, scroll of *dimension door*, scroll of *dispel magic*, scroll of *teleport*, *wand of dispel magic* (7 charges), *wand of magic missiles* (CL 5th, 20 charges)
Spells Prepared (CL 8th, +6 ranged touch):
4th—*dimension door*, empowered *scorching ray*, *stoneskin*
3rd—*deep slumber* (DC 18), *dispel magic*, *fireball* (DC 18), *fly*
2nd—*resist energy*, *scorching ray*, *see invisibility*, *web* (DC 17)
1st—*charm person* (DC 16), *identify*, *magic missile*, *magic weapon*, *shield*
0—*detect magic*, *mage hand*, *mending*, *read magic*
Spellbook: Allustan carries a traveling spellbook with all his currently prepared spells within; he has access to other spells in his primary spellbook at home but does not bring that book with him.

Abilities Str 8, Dex 14, Con 12, Int 20, Wis 14, Cha 10
SQ familiar (none currently kept)
Feats Brew Potion, Combat Casting, Dodge, Empower Spell, Improved Initiative, Scribe Scroll
Skills Concentration +12, Knowledge (arcana) +16, Knowledge (history) +13, Knowledge (local) +11, Knowledge (the planes) +13, Listen +6, Spellcraft +18, Spot +6
Possessions combat gear, masterwork dagger, *amulet of natural armor +1*, *bracers of armor +3*, *ring of protection +1*, *headband of intellect +2*, *cloak of resistance +2*, *pearl of power* (1st), 2 doses of diamond dust worth 250 gp each, 225 gp.

Blackwall Keep

As the PCs and Allustan cover the last stretch of the southbound trail, they notice an increase in the number of flies and the smell of a battle—smoke and blood. Earlier this morning a large number of lizardfolk surrounded and attacked Blackwall Keep. Both sides inflicted casualties, and by the time the PCs arrive the lizardfolk have pulled back, regrouped, and are preparing for their next sortie against the keep.

The hilly terrain means it's possible for cautious characters to get close enough to see the keep without being spotted by its residents or attackers (the lizardfolk are focused on the keep rather than the trail). If they do, they can secure a good view of the keep and its current situation. The region surrounding the keep is presented on the poster map provided with this issue.

The keep itself is built out of black stone and consists of a single ground floor with a tower. The entire ground floor is buried under a false hill, and all that is visible is the tower itself. The door to the keep (visible only from the south side) looks like it has been broken open and hastily repaired. On the level above the door a five-foot balcony extends outward, giving the defenders a good vantage point and making it harder for invaders to enter the tower by climbing the walls.

Large sharpened wooden stakes jut out of the hillside, pointing away from the keep (toward any potential attackers). Any creature entering a square with one of these stakes at normal speed must succeed at a DC 10 Reflex savie (DC 15 if the creature is running or charging) or take 1d6 points of piercing damage. A creature may automatically pass through the square safely if they spend 2 squares of movement to pass through and they are not running or charging.

Next to the keep is a stockaded horse corral, partially embedded in the false hill. The doors to the stockade are open and a dead and partially dismembered horse is in the doorway (all three horses assigned to the keep are dead within the corral, killed early by the lizardfolk to prevent escape or messengers).

If the PCs watch, they see eight groups of five lizardfolk are arranged in strategic places around the keep, using bushes, large rocks, and dead trees as cover. Each has a club, large shield, and at least one javelin. Some of them are eating horsemeat, and at least one is eating a dead human soldier. Three dead lizardfolk are out in the open near the keep, attracting flies. A hundred yards beyond the most distant ground of lizardfolk is a broad swath of grassland, and beyond that is the Mistmarsh. It is impossible to reach the keep without passing the lizardfolk, and without the use of magic it seems a certainty that at least one of the lizardfolk will see anyone attempting to reach the keep, as there are no hiding places that lead all the way up to the keep.

If the PCs charge the keep, they have to deal with all of the lizardfolk as a large group. Barring a few lucky *fireballs* or something similar, the PCs can't win—twelve normal lizardfolk are EL 8, a tough challenge for 5th-level PCs, and if fighting thirty such creatures could be measured accurately on the EL scale, they'd be at least an EL 11—certain death barring a freak combination of rolls in the PCs' favor. If they want to defeat the lizardfolk, their best bet is to try to tackle them one group at a time, either in ambush-and-run raids or while the

lizardfolk are attacking the keep and not able to reinforce each other (killing the leader may also break their morale and convince them to retreat). Alternately, the PCs may try to bypass the lizardfolk and get into the keep to help the soldiers. Either way, Allustan tells them they need to help the soldiers immediately while he uses his scroll of *teleport* to return to Diamond Lake and get reinforcements from the commander of the garrison there. It takes some time for Allustan to convince the garrison to send reinforcements, and even more time for them to organize and set out. They'll arrive at Blackwall, on foot, in 1d4+2 days.

The PCs might argue that Allustan's spells could provide a significant help in fighting the lizardfolk, and if they ask him to stay, he appears tormented. He clearly loathes leaving the task of defending the keep to the PCs, but at the same time, common sense urges him to use the scroll to get help as soon as he can. If the PCs seem especially set against his leaving, his torment quickly changes to disappointment. He points out that the PCs have already faced more dangerous challenges than lizardfolk, and observes that if they don't think they can handle the problem themselves, perhaps they should consider a new line of work. In the end, Allustan leaves the PCs to their own devices at Blackwall Keep. It's up to them to determine if the wizard leaves them as a friend or as something less.

The Lizardfolk

There are thirty lizardfolk besieging Blackwall Keep, split into six groups. Four of these groups consist of five common lizardfolk (EL 5 for each of these groups). The fifth and sixth groups each consist of four common lizardfolk and a special character (EL 6 for each of these last two groups). One of these special characters is a 4th-level warrior named Kushak, and the other is a 3rd-level druid named Shesht. Kushak is the leader of this attack, reporting directly to the aggressive and vengeful king of the tribe who is under the claw of Ilthane the black dragon. Kushak looks the same as the other lizardfolk present except he carries a metal shield rather than one made of wood or shell. The shaman, Shesht, is somewhat lazy and believes following the lizard king is the easiest way to power and comfort in the tribe.

Kushak knows if he succeeds in this raid he'll win the favor of the king, so he is determined to wipe out the soldiers and take their weapons back to arm his tribe. His warriors managed to capture four soldiers on their last sortie (including Marzena, the keep's battle mage) and have already sent them back to the Twisted Branch lair with one of his teams as a gift to his king; the captured humans are either to be kept as slaves or (more likely) eaten as food in the next few days.

Kushak plans to wait until just after sundown and attack while there is still light enough for his warriors to see but not so much that the human defenders have an easy time spotting their advance. He knows if his people can again break down the keep door and hold that position, the humans will be trapped inside and easy pickings. If the evening attack fails, he directs his people to creep back

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into the marsh to retrieve simple barricades of wood and wet swamp grass which they'll use the next day as full cover while they approach the keep for a morning attack (the night-time absence of the lizardfolk is a good opportunity for the PCs to enter the keep).

If severely wounded, an individual lizardfolk retreats to a safe distance but returns to fight again after regrouping. Normally they'd consider fleeing if the overall battle went against them, but Kushak is a hero to his people and he can convince them to fight even against poor odds (see The Battle, below, for more information on Kushak's options if the fight goes against the lizardfolk).

Lizardfolk (28): 11 hp each; *Monster Manual* 169.

KUSHAK **CR 4**
Male lizardfolk warrior 4
N Medium humanoid (reptilian)
Monster Manual 169
Init +1; **Senses** Listen +2, Spot +6
Languages Draconic
AC 18, touch 11, flat-footed 17
hp 33 (6 HD)
Fort +5, **Ref** +5, **Will** +1
Spd 30 ft.
Melee +1 *club* +9 (1d6+3)
Ranged javelin +6 (1d6+2)
Base Atk +5; **Grp** +7
Abilities Str 15, Dex 12, Con 13, Int 10, Wis 10, Cha 12
SQ hold breath
Feats Alertness, Multiattack, Weapon Focus (club)
Skills Balance +5, Climb +0, Jump +6, Listen +2, Spot +6, Swim +3
Possessions heavy steel shield, +1 *club*, 5 javelins, pouch containing 20 cp, 38 sp, and 31 gp

SHESHT **CR 4**
Female lizardfolk druid 3
NE Medium humanoid (reptilian)
Monster Manual 169
Init +1; **Senses** Listen +4, Spot +5
Languages Draconic, Druidic
AC 18, touch 11, flat-footed 17
hp 27 (5 HD)
Fort +4, **Ref** +5, **Will** +4
Spd 30 ft.
Melee mwk club +5 (1d6+1)
Base Atk +3; **Grp** +4
Combat Gear 2 *potions of cure moderate wounds*, *potion of barkskin +2*, *wand of cure light wounds* (16 charges), *wand of produce flame* (32 charges)
Spells Prepared (CL 3rd, +4 ranged touch):
2nd—soften earth and stone
1st—cure light wounds (2), jump
0—cure minor wounds (3), light
Abilities Str 13, Dex 12, Con 13, Int 9, Wis 12, Cha 10
SQ animal companion (Medium viper named Sasath), hold breath, nature sense, trackless step, wild empathy +3, woodland stride
Feats Alertness, Multiattack
Skills Balance +5, Heal +5, Jump +5, Knowledge (nature) +3, Listen +4, Spot +5, Survival +3, Swim +2
Possessions combat gear, heavy wooden shield, masterwork club, 16 *goodberries*, pouch containing 31 cp, 20 sp, and 25 gp

SASATH **CR —**
Medium viper animal companion
N Medium animal
Monster Manual 281
Init +4; **Senses** scent; Listen +6, Spot +6
AC 19, touch 14, flat-footed 15
hp 22 (4 HD)
Fort +5, **Ref** +8, **Will** +2; evasion
Spd 20 ft., climb 20 ft., swim 20 ft.
Melee bite +7 (1d6–1 plus poison)
Base Atk +3; **Grp** +2
Abilities Str 9, Dex 18, Con 12, Int 1, Wis 12, Cha 2
SQ link, share spells
Feats Alertness, Improved Natural Attack (bite), Weapon Finesse[B]
Skills Balance +12, Climb +12, Hide +13, Listen +6, Spot +6, Swim +7
Poison (Ex): Injury, DC 13, 1d6 Con/1d6 Con.

The Soldiers

The soldiers are worried. Of the normal garrison of 30 soldiers and officers, only 14 soldiers remain in able condition—three soldiers and the garrison mage have been captured, twenty-two soldiers are dead (including the garrison commander), and four are unconscious from their wounds. The surprise attack from the lizardfolk has taken its toll and now the soldiers are outnumbered; they fear they cannot hold out more than another day against their attackers before they're overrun (though they have enough supplies to last about a week). If they spot the PCs (even during battle) they shout for help, both for themselves and their kidnapped comrades, indicating the lizardfolk dragged the captured ones south into the marsh. Normally well-equipped, the soldiers happen to be short on arrows right now and don't want to waste them on long-range shots. *Message* spells, flying familiars, and notes tied to arrows can help facilitate secret communication between the PCs and the trapped soldiers.

The soldiers normally wear leather armor but don chainmail when expecting battle; the lizardfolk raid initially caught them in their leathers but they've since had time to put on their chainmail.

If the PCs attack the lizardfolk, some of the soldiers on the balcony fire arrows at the reptiles if they have clear shots but overall try not to draw javelin fire from the lizardfolk.

BLACKWALL KEEP SOLDIER (14) **CR 1/2**
Human warrior 1
LN Medium humanoid
Init +1; **Senses** Listen +2, Spot +3
Languages Common
AC 16, touch 11, flat-footed 15
hp 4 (1 HD)
Fort +2, **Ref** +1, **Will** +0
Spd 20 ft.
Melee longsword +3 (1d8+1/19–20)
Ranged longbow +2 (1d8/×3)
Base Atk +1; **Grp** +2
Abilities Str 13, Dex 12, Con 10, Int 9, Wis 10, Cha 8
Feats Alertness, Weapon Focus (longsword)
Skills Handle Animal +1, Intimidate +0, Listen +2, Ride +2, Spot +3
Possessions chainmail, longsword, longbow with 6 arrows, 15 sp

The Battle

When the lizardfolk attack the keep, they try to remain close to the others in their five-person group, using their barricades to block arrow fire and perhaps launching a volley of javelins once they're close enough. Two groups try to break down the door, two more try to boost allies onto the tower balcony, with two (including Kushak's and Shesht's groups) remaining in reserve. Kushak doesn't want to sacrifice all of his warriors for this task,

and if ten are slain he orders them all to retreat to the Mistmarsh to consider whether or not to attack again later. He is content to wear down the soldiers over a series of shorter forays; depending on how many lizardfolk survive each wave he may manage three or more attacks. The lizardfolk are very courageous as long as Kushak is alive; they won't break morale while he survives unless they're reduced to ten or fewer common warriors. They run to the marsh if he is slain and they have twenty or fewer warriors. Shesht uses his spells to aid and support his kin rather than directly attacking the soldiers.

To make it easier to run the fight, treat each half of the keep as a separate battle, focusing on the side the PCs can interact with and assuming the other side is in a stalemate (otherwise there are too many combatants to deal with and the battle slows to a crawl).

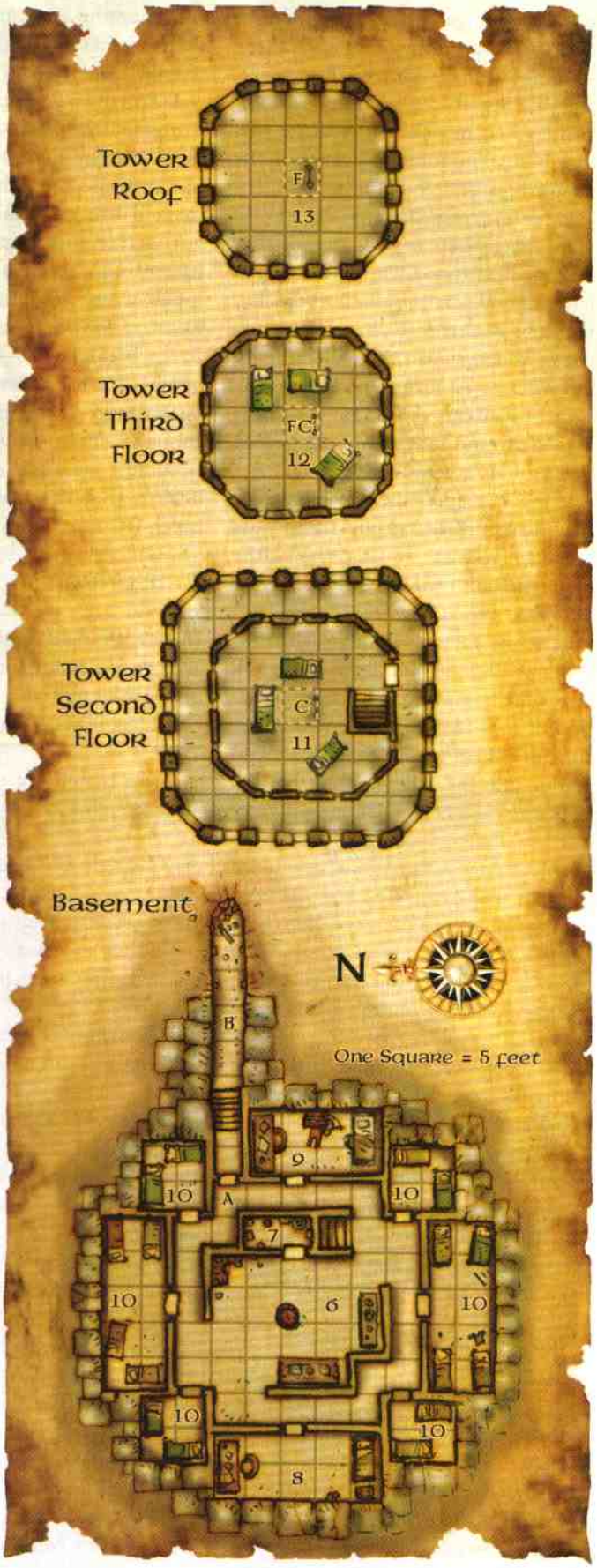
If the PCs attack, one group from each task (door and balcony) breaks off to deal with the new enemies; this keeps the encounter manageable for the DM and not too overwhelming for the PCs. Their primary goal is the keep and if the PCs don't appear to be a significant threat the overall force will continue to batter the keep door and plan to use the keep as shelter while retaliating against the PCs; in the face of a swift, strong attack they may maneuver to put one of the corral walls behind them or retreat into the Mistmarsh to make night raids on the PCs.

If the lizardfolk get the door open, the ones at the door move in to fight the soldiers inside while Kushak and the other reinforcements move up the hill to take their position outside the door. This means there's a short interval where the outside of the door is unguarded and the PCs can move in before the reinforcements arrive—an opportunity for the PCs to get inside and help the soldiers.

If the PCs are considering waiting out the siege, remind them of the kidnapped prisoners being dragged through the Mistmarsh; those unfortunate four can't afford to wait very long.

If the PCs get inside the keep and can help defend it, the lizardfolk continue to make their intermittent attacks until either their numbers drop below the threshold of courage (20, or 10 if Kushak is present), they succeed in taking over the keep, or reinforcements arrive from Diamond Lake; normally this means about five attacks at most while the PCs are present (consisting of 5–7 EL 5 encounters for the PCs, with perhaps one or two of those rated at EL 7 because of two groups fighting the PCs at once). If the lizardfolk flee or retreat, they enter the Mistmarsh at the closest point and march back to their lair (later encounters at the lair include any surviving lizardfolk from the keep attack).

Once PCs enter the keep and things settle down the defenders explain about the kidnapped soldiers if they haven't had a chance to do so already. When the reptiles broke open the door in the first attack, they knocked



out and dragged away three soldiers and their battle mage, Marzena (the PCs should recognize this name, as Allustan told them his friend's name when he asked them to escort him here). The soldiers can't leave the keep to go find them, even after the siege is over, so they ask the PCs to bring back their friends before they become lizard food. The soldiers don't have any information about where they might be, as there are several lizardfolk tribes and they can't tell them apart, but when last spotted the kidnappers were headed due south into the grassy area surrounding the Mistmarsh, so that's a start at least.

If the PCs enter the basement they may discover areas **A** and **B** and the spawn of Kyuss waiting there (the major encounter in Part Three: Terror Below). If the PCs encounter the creature before they enter the Mistmarsh, it may escape or overpower them and attack the other soldiers; the combination of foes from within and without convince them to flee their posts and scatter into the hills, hoping that the lizardfolk won't catch all of them (and death at their hands is certainly better than being turned into an undead thing by the spawn). To keep this from happening (and to preserve Part Three of this adventure), subtly discourage the PCs from entering the basement; launch another lizardfolk attack when they try to explore, have the soldiers press them to rescue their kidnapped comrades as soon as possible for fear of being sacrificed, and so on.

The exterior of the keep and the first floor (accessed by the main door) is shown on the poster map included with this issue. The poster map uses miniatures scale (1 inch = 5 feet) so you can use the poster as a map of the siege.

1. Main Hall

This entry area takes up most of the interior of the tower, giving the defenders plenty of room to maneuver should they need to repel invaders. Four doors and a flight of stairs lead out of this room. A small fireplace is in the southwest corner.

During the siege, the soldiers try to keep at least three of their number here to hold the entry.

A sturdy wooden door formerly protected the keep, but a couple of lucky hits by the lizardfolk broke it open. While the soldiers eventually managed to repel the lizardfolk that got inside and repaired the door by nailing a few planks to it, it's in much worse shape (treat as a good wooden door with a bar, hardness 5, 10 hp, break DC 20—the DC is lower because the bar is damaged). The door is too large to repair with *mending*, though a *make whole* spell returns it to full strength (strong wooden door with a bar, hardness 5, 20 hp, break DC 25).

2. Storage

This storage closet contains odds and ends like a broom, mallet, shovels, cooking pots, a bag of nails, and other miscellaneous gear needed for maintaining a small keep.

There is nothing remarkable about these supplies.

3. Cloak Closet

This small closet holds a dozen heavy cloaks suitable for hard rain or even snow. A few rolled blankets are on the floor.

There is nothing unusual about this clothing.

4. Dry Goods Storage

This small room contains shelves of jerked meat, three casks of water, and several barrels of grains and beans. A few small bottles of cheap wine are locked behind a simple cabinet with a lattice front.

These supplies, if carefully rationed, can last the soldiers about a week. They normally refill their water casks with rainwater from rain barrels on the roof and supplement their food by hunting and trapping small game. The keys to the wine cabinet were on the garrison commander's belt, and before the PCs arrived a few of the more maudlin soldiers were considering drinking all the wine as they expected to die anyway.

5. Corral

This small horse corral is enclosed by a wall made of wooden stakes. A reeking light riding horse lies dead in the open gateway, two others are dead inside. A water trough, food trough, and container of mash line the eastern wall, and a tarp covers three sets of tack, harness, and saddles.

The lizardfolk killed the horses during the initial attack. The one in the doorway has been torn apart and partially eaten.

6. Kitchen

This kitchen area has a cooking fireplace in the southwest corner, a long table stacked with clay dishes on the north wall, a wash-basin on the east wall, and a water barrel in the northeast corner. Cooking pots hang on the walls and the center of the room has a short, broad barrel with handles, probably for scraps and garbage.

This is a simple kitchen. The soldiers rotate cooking duties (though some of them are certainly better than others) and washing duties.

7. Pantry

This cramped room has shelves with perishable goods, mainly fruit, some cheeses, and small jars of herbs.

As the basement level is cooler than the entry floor, perishable foods last longer here than they would upstairs. Dry goods from area **4** are brought down as necessary for meals.

8. Commander's Quarters

This room has a bed, storage chest, table, and chair. The table has a sheaf of papers, an inkwell and quills, and a small lamp. The place is kept very neat. A suit of chainmail hangs on one wall.

This was the quarters of commander Garm, killed early in the raid. Like the other soldiers, Garm was wearing his leather armor when the lizardfolk attacked, which is why his chain armor hangs here.

9. Mage's Quarters

This room has a bed, storage chest, table, and chair. The table has a sheaf of papers, an inkwell and quills, and a small lamp. A tapestry showing a landscape with the Free City in the background hangs on one wall. The room is a little messy; the bed is unmade, clothes are spilling out of the storage chest, and many of the visible papers contain simple drawings, some of them risqué.

This is Marzena's room. She normally travels light except for spare clothes—all of her magic items are with her. As she's a sorcerer she has no need for a spellbook—the notes on the table are just drawings, jokes she's heard from the soldiers, and drafts of letters to friends and research contacts in nearby cities. Marzena is a laughing battle-hardened older woman with an open face, enjoying a relatively simple post in near-retirement.

10. Soldier's Quarters

This cramped room has bunk beds, with flat storage chests underneath. Several hooks are in the wall—the kind used to hang weapons and armor.

The smaller rooms have two sets of bunk beds, the larger ones four. Some have suits of chain mail hanging on the wall, others have leather armor thrown haphazardly on the floor or bed (surviving soldiers changed into better armor as time permitted).

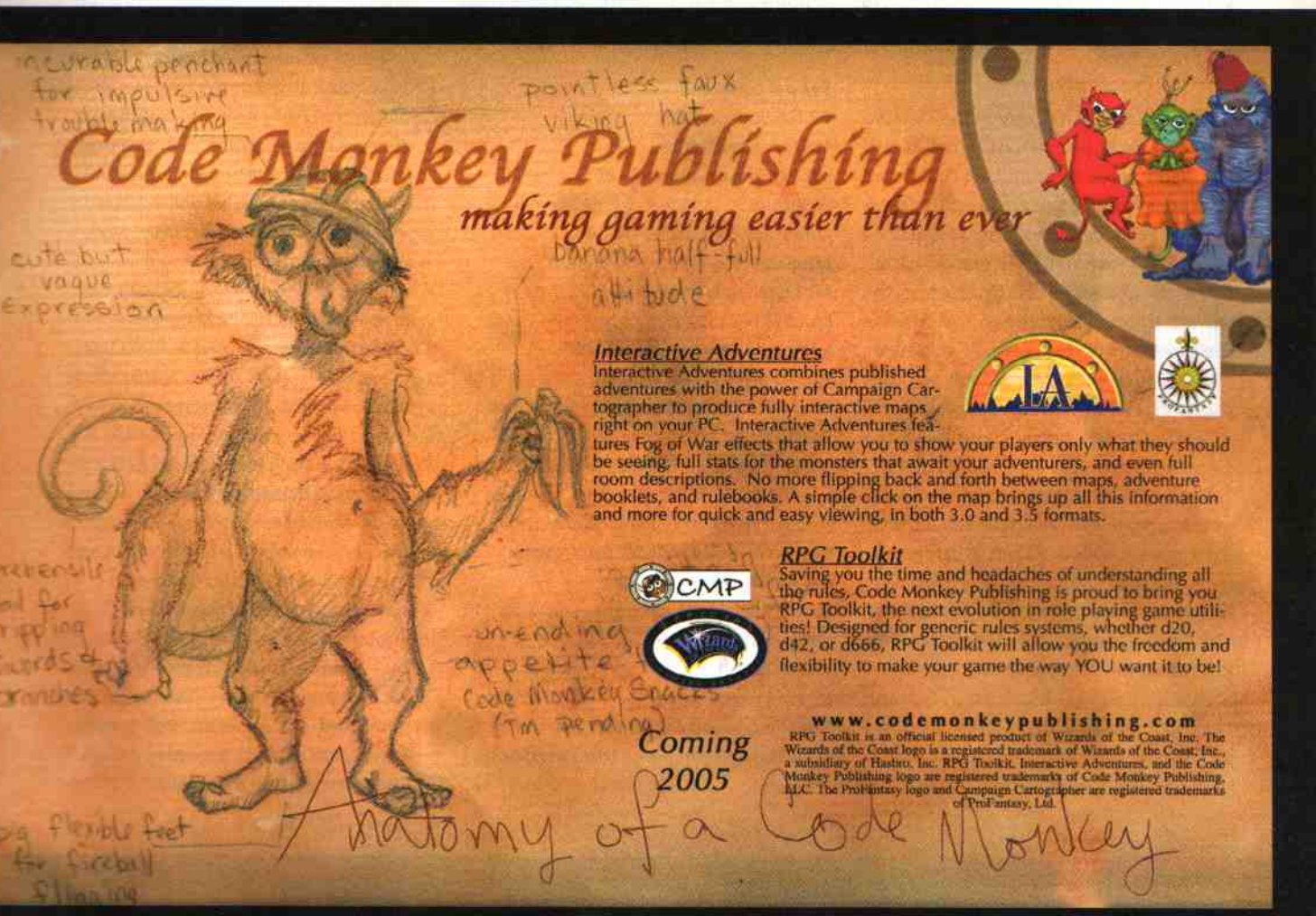
11. Tower Second Floor

This octagonal room has three sets of bunk beds arranged near the center, leaving a five-foot-square gap to allow access to a small ladder leading to an open trap door in the ceiling. There are arrow slits in each wall. A door near the stairs leads to a narrow balcony with a crenellated wall.

The bunk beds provide sleeping areas for six more soldiers. Because of their undesirable location near a high-traffic area, these beds normally go to the newest soldiers assigned to the keep. The balcony wall is a low obstacle, giving cover to anyone on the balcony but allowing those on the balcony to ignore cover effects against attacks outside the keep.

12. Tower Third Floor

Like the previous floor, this room has three sets of bunk beds and a ladder in the middle of the room. Below the ladder is a trap door in the floor, above it is one in the ceiling. All eight walls have arrow slits.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The ladder is positioned between the trap doors in such a way that if both are opened a person can easily climb from area **11** all the way up the roof (area **13**). The trap door in the ceiling has a bar to secure the keep against invaders from the roof.

13. Tower Roof

This octagonal roof has a parapet wall and a trap door in the floor.

There is normally one soldier on duty here keeping a lookout. If no soldier is present, the guards bar the trap door from area **12**.

A. Secured Door

Use the following description if the PCs haven't traveled to the lizardfolk lair in the Mistmarsh, and thus the spawn of Kyuss in area **B** hasn't realized its prison door is no longer a barrier.

This wooden door bears a simple large padlock securing it, though the lock is smashed and broken as if by some kind of club. It appears the door is also nailed shut to its frame.

If the PCs haven't gone to the Twisted Branch lair, the spawn of Kyuss is still trapped in area **B** (or at least contained behind a door). If they open the door (which requires breaking it open or pulling all the nails, either of which alerts the spawn to their presence) the spawn is ready for them and attacks the first creature it sees. If it defeats the PCs or they retreat, it pursues them elsewhere into the keep until it finds easier targets (such as the common soldiers).

If the PCs come to this area after dealing with the Twisted Branch lair, the spawn has figured out it can escape from its prison and has begun raiding the other levels of the keep for victims. Use the following description for this area under these circumstances.

This wooden door is ajar, its simple large padlock smashed and broken as if by some kind of club. Ragged marks around the edges of the door and a few bent and broken nails in the frame suggest it was once nailed shut, but whatever was behind it has broken out.

B. Spawn Room (EL 5)

If the PCs haven't traveled to the lair in the Mistmarsh, use the following description for this area, otherwise use the description given in Part Three of this adventure.

A flight of stairs leads down to a hallway carved out of packed earth and braced with planks.

Two years ago the soldiers were working on an escape tunnel here. When their resident wizard turned into a spawn of Kyuss, they managed to trap him in the incomplete tunnel, shut the door, and lock it inside. After a few hard tries on the door it gave up trying to escape and settled itself in for a long wait. When one of the lizardfolk that got all the way into the keep broke the lock on the door, the spawn sensed something was different about its situation, but it hasn't yet tried to break open the door.

Spawn of Kyuss **CR 5**

CE Medium undead

Monster Manual II 186

Init –1; **Senses** darkvision 60 ft.; Listen +0, Spot +6

Aura fear (40 ft. radius, DC 14)

Languages Common

AC 11, touch 9, flat-footed 11

hp 29 (4 HD); fast healing 5

Immune undead traits

Fort +1, **Ref** +0, **Will** +4

Weakness curative transformation

Spd 30 ft.

Melee slam +7 (1d6+6 plus worm and Kyuss' gift) or touch +6 melee touch (0 plus worm)

Ranged worm +1 ranged touch (special)

Base Atk +1; **Grp** +6

Special Atk create spawn, fear aura, Kyuss' gift

Abilities Str 18, Dex 9, Con —, Int 6, Wis 11, Cha 15

SQ turn resistance +2

Feats Toughness, Weapon Focus (slam)

Skills Hide +0, Jump +7, Move Silently +3, Spot +6

Create Spawn (Su): If a spawn of Kyuss hits with a slam attack, as a free action it may transfer a worm from its body to that of the target (it may also do this as a touch attack or have a worm leap as a ranged touch attack with a range of 10 feet). The worm is a Fine vermin with AC 10 and 1 hit point. During this time, the worm can be killed by normal damage or the touch of silver. On the spawn's next turn, the worm burrows into the flesh of its target (creatures with natural armor +5 or more are immune), making its way toward the brain and causing 1 hit point of damage per round until it reaches the brain 1d4+1 rounds later. When inside a victim, the worm can be destroyed by *remove curse* or *remove disease* (or spells that duplicate these effects); *dispel evil* or *neutralize poison* delays its progress for 10d6 minutes. These spells affect multiple worms within the same victim. Worms cannot survive outside of a host for more than 1 round. A DC 20 Heal check extracts the worm and kills it. Once the worm reaches the victim's brain, it inflicts 1d2 points of temporary Intelligence damage per round until it is destroyed or the victim reaches 0 Intelligence, at which point the host dies and rises as a spawn of Kyuss 1d6+4 rounds later. Small, Medium, and Large creatures become spawn of Kyuss as described above; smaller creatures quickly putrefy rather than becoming spawn, larger creatures become normal zombies. Spawn (and spawned zombies) are not under the control of their parent but usually follow after whatever spawn created them. Any creature that touches a spawn with an unarmed strike or other natural weapon is immediately attacked by 1d4 worms.

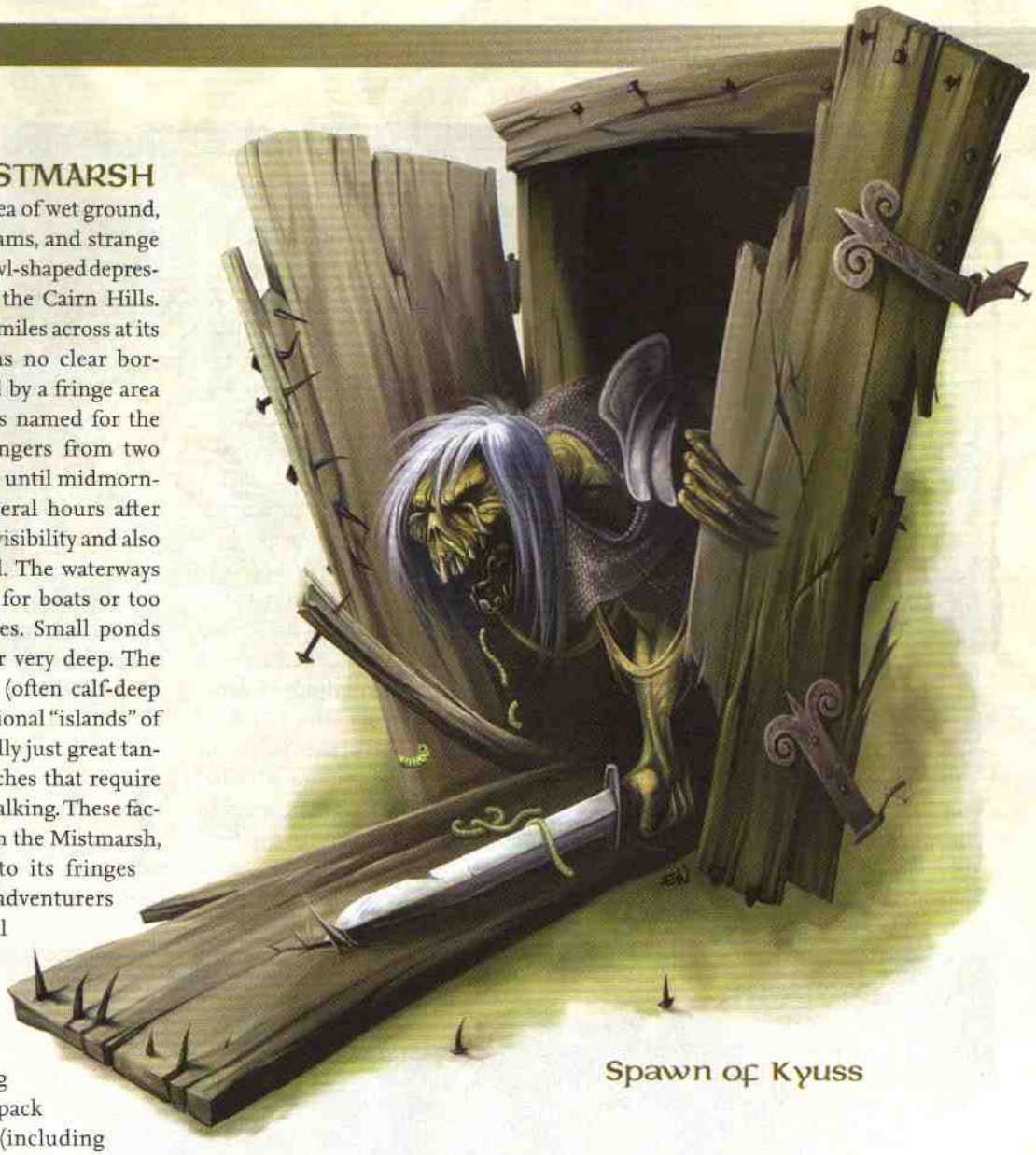
Curative Transformation (Ex): *Remove curse* or *remove disease* (or more powerful effects that duplicate these spells) transform a spawn of Kyuss into a normal zombie.

Fear Aura (Su): Continuous effect in a 40-ft. radius, as a *fear* spell (panicked), Will negates DC 14. A creature that makes its save against the aura is immune to it for 24 hours. Caster level 7th. The DC is Charisma-based.

Kyuss' Gift (Su): Supernatural disease, incubation time 1 day, Fortitude DC 12. The disease deals 1d6 Constitution and 1d4 Wisdom damage per day, manifesting as rotting flesh and dementia. Healing magic has only half effect on the victim, though *remove disease* cures it normally.

PART TWO: INTO THE MISTMARSH

The Mistmarsh is an area of wet ground, grassland, shallow streams, and strange hazards that rests in a bowl-shaped depression in the middle of the Cairn Hills. The marsh is over sixty miles across at its narrowest point. It has no clear border, as it is surrounded by a fringe area of drier grassland. It is named for the harmless mist that lingers from two hours before sunrise to until midmorning, and again for several hours after sunset; the mist limits visibility and also seems to muffle sound. The waterways are either too shallow for boats or too infested with crocodiles. Small ponds are common but never very deep. The drier parts are muddy (often calf-deep on a human) and occasional "islands" of mangaroo trees are really just great tangles of roots and branches that require climbing rather than walking. These factors make travel slow in the Mistmarsh, limiting exploration to its fringes except for dedicated adventurers or those with magical means of bypassing its obstacles.



Spawn of Kyuss

The most significant threats in the marsh are the warring tribes of lizardfolk, a pack of ghouls, crocodiles (including giant crocodiles), giant vermin, and cockatrices (rarely seen, but the many statues in the marsh attest to their presence). Blink dogs live in the swamp but avoid humanoid creatures. Clouds of insects are a constant irritation, and in the summer mosquitoes grow so thick as to discourage all but the hardiest traveler. The abundant hiding places for smaller creatures make the Mistmarsh a haven for small game, mainly birds, small reptiles, and wary mammals like boars and deer.

The Mistmarsh is a daunting place, with many great dangers and enough natural hazards to slow most exploration to a crawl. The lizardfolk lair is 23 miles into the swamp. Fortunately it's almost due south of the keep and the PCs are trailing a group of lizardfolk with prisoners, so even a party without a tracker can find it under these circumstances, though it takes longer.

Most places in the Mistmarsh count as a shallow bog (see the *Dungeon Master's Guide*, page 88), though some places are deeper and count as a deep bog. In areas of shallow bog it costs 2 squares of movement to move one square (so characters move at half normal speed), and the DCs of Tumble checks in the area increase by +2. PCs traveling at speed 30 can cover 12 miles per day (8 hours of travel) in marsh terrain (see *Player's Handbook*, pages 162–163). A character leading the PCs can make one DC 15 Survival check every four hours of travel to find the best path through the Mistmarsh and avoid serious obstacles; each successful check adds two miles to the distance traveled in that four-hour period.

The lizardfolk do not follow an actual trail, though they do stick to the drier areas because they are carrying prisoners. Tracking the lizardfolk requires a DC 5 Survival check each mile traveled; tracking them forces the PCs to move at half speed or take a –5 penalty on their Survival checks. The morning and evening mists of the Mistmarsh add +3 to the DC.

The lizardfolk stop to rest at night but have at least half a day's head start (6 miles plus the time PCs spend at the keep, if any), so unless the PCs push on through the night they won't be able to catch their prey before the lair. If the PCs do push on at night, roll for an additional night-time encounter (see below) and note that the Survival DC increases at night (see the Track feat).

Roll for encounters once per day and once at night using the following table.

Mistmarsh Encounters

d%	Encounter
01–05	5 ghouls (EL 5)
06–10	1 ghast and 5 ghouls (EL 6)
11–25	5 lizardfolk (EL 5)
26–45	2 crocodiles (EL 4)
46–55	1 giant crocodile (EL 4)
56–75	4 Medium spiders (EL 5)
76–85	1 Huge spider (EL 5)
86–95	1 Huge constrictor snake (EL 5)
96–100	2 cockatrices (EL 5)

Ghouls: This pack of ghouls is one of several haunting the Mistmarsh. The cunning creatures use tactics against their opponents, including ambushes (in particular they like to lay prone in pools of murky water, rising when enemies are in reach).

Ghast and Ghouls: As above, except the ghouls follow an even more cunning ghast.

Lizardfolk: These lizardfolk are not of the same tribe as those attacking the keep, and are investigating the intrusion of other lizardfolk through their territory. They'll aggressively attack any group they feel they can kill.

Crocodiles, Spiders, Constrictor Snake: These creatures use normal tactics for their kind, waiting in the water to snatch and drown an opponent.

Cockatrices: The first time this encounter appears, the PCs find the petrified remains of some other dangerous swamp creature (any other creature on the table except the undead), evidence of cockatrice activity. The PCs don't encounter the cockatrices until the second time the encounter is rolled. Optionally, the PCs always encounter the cockatrices on the return trip from the lair if they discovered the statues on the way in.

The Twisted Branch Lair

The tribe's lair is in a slightly elevated part of the swamp, built within and under an incredibly old grove of mangaroo trees. The entrance is a hard-to-find gap in the mangaroo root structure, with tunnels weaving through the roots and into the earth, even to the point of delving below the water level in the deepest parts. The trees are so green and saturated with water that they won't burn except with extreme effort; even a *fireball* only causes surface damage and some smoldering. Any large-scale attack causes all able lizardfolk in the lair to spill out as a horde and swarm over the enemy forces responsible.

Mangaroo roots and branches support the ceiling and walls of the lair, making it relatively easy to climb anywhere in the lair (Climb DC 15). However, most of the ceilings in the lair are no more than 7 feet high. Roots occasionally stretch over the floors, but the inhabitants try to cut them away to prevent tripping hazards (areas with many roots on the floor note this in the area description). Areas marked

as stairs on the map are actually sloping hallways rather than true stairs.

Water (whether from rain or condensation from the daily mists) trickles on the mangaroos and drains through the earthen walls, floor, and ceiling in the lair. It drips almost constantly inside and creates tiny puddles everywhere; the place is humid and mosquitoes buzz in most rooms (the scaly skin of the lizardfolk makes them immune to the bites). Some of the exterior walls of the rooms aren't earth but several feet of intertwining trunks and branches; this means that air circulates through the lair and you can't suffocate its inhabitants just by plugging the obvious entrances. The noise of the dripping water, whistling air, the creaking of the mangaroos, and the acoustics of the irregular shapes make it difficult to hear or pinpoint sounds within the lair (add +10 to all Listen DCs within the lair).

Some of these rooms—particularly along the southeastern end of the lair—are close enough to each other that despite the penalties on Listen checks, a loud or extended fight is almost certain to attract attention from neighboring rooms. This means that unless the PCs are careful they're likely to end up fighting a dozen or more creatures at once and may be overwhelmed. Stealth, ambushes, and *silence* spells can help keep the encounters manageable.

Some of the rooms are close enough to the outer edge of the lair to let a little daylight filter in (this is noted in the room description). During the day these rooms are treated as if they had shadowy illumination. It's possible to cut through these narrower sections of tangled mangaroo; each is 5 to 10 feet thick rather than the 20 or more feet in other areas (hardness 5, hit points 5 per inch of thickness). All other rooms are dark at all times. The lizardfolk keep fires burning in some rooms and carry torches made of bundles of dried reeds when they need light.

The omnipresence of plant matter in the lair gives druids and rangers plenty of opportunity to use spells that rely on plants, such as *control plants*, *entangle*, and *snare*. *Diminish plants* thins the mangaroo growth in the area, reducing the Listen check DC modifier to +5 and increasing the light in outer-edge rooms to normal rather than shadowy illumination during the day. *Tree shape* lets a PC take the form of a cluster of roots or branches and blend in with the existing growth (though the lizardfolk recognize the growth as new and investigate it). *Tree stride* gives the caster a multiple-use teleport that lets him instantly travel anywhere in the lair.

The lizardfolk patrol near their lair in pairs for 12-hour shifts, two pairs on patrol at any time, ranging out to about a hundred feet from the edge of the mangaroo grove. At night one of the harpies from area **4** watches over the outside from a perch in the mangaroo trees, using darkvision to see what the lizardfolk cannot. Careful PCs can eliminate these sentries quietly while they're away from the lair, reducing the number of lizardfolk within the lair (sentries come from any of the rooms marked **6**).

If one sentry patrol disappears, when the missing guards are noticed the leaders double the number of sentries on duty; if two patrols disappear the remaining lizardfolk hole up in their lair for a few days to consult omens and to see if anyone tries to invade (this of course is bad news for the human prisoners, who are soon eaten to preserve the tribe's food stores).

Normally the lizardfolk would have 5-person hunting parties in addition to their patrols, but they have stocked up on food in anticipation of the raid of the keep, so they don't need to hunt for at least four days. All of the lair's rooms inhabited by lizardfolk have some amount of meat set aside for this time, usually deer or snakes but in some cases a small crocodile or an unlucky member from another lizardfolk tribe.

Most of the lizardfolk in the lair are typical members of their kind. Exceptions are the lieutenant (area 7), shaman (area **8**), and lizard king (area **9**). All of the lizardfolk in the lair are adults (lizardfolk mature quickly, and the last two years the tribe's hatchlings haven't survived to adulthood).

Unless the PCs caught up to the lizardfolk leaving the keep, the human prisoners are within the lair and are due to be sacrificed two per day starting the day after the PCs arrive. The sacrifice is a ritual performed (reluctantly) by the shaman in front of the tribe and culminates with the king eating part of the victim and sharing the meat with the rest of the tribe. The parts left over are fed to the tribe's pet otyugh.

The early areas in this part of the adventure may seem like a simple and straightforward lair raid on an aggressive tribe of monsters, but a few strange elements (the slight changes in the appearance of the lieutenant and lizard king, the worm-infected creature in area **6D**, and the shaman's reluctant behavior) provide clues that something strange is going on, culminating in the presence of draconic kobolds and the black dragon egg in the hatching chamber.

The lair is a dynamic place; the inhabitants don't simply wait in their rooms for the PCs to arrive. One or two creatures wander from one sleeping room to another about every 30 to 60 minutes, making it more likely the PCs (or the aftermaths of their battles) are discovered.

Lizardfolk Patrollers (4): 11 hp each, *Monster Manual* 169.

1. Concealed Entrance

A thick bundle of mangaroo branches and roots almost completely covers this narrow entrance. The level hallway beyond is made of earth and roots.

Finding this entrance requires a DC 15 Search check. Lizardfolk use this entrance at least once an hour to hunt tiny creatures in the vicinity of the lair, patrol, and so on, so PCs have the opportunity to discover the general area of the entrance without searching the entire exterior. The hourly hunting forays are for mice, large insects, tiny snakes, and other such creatures easily found within a hundred feet of the lair; larger hunting parties leave every few days for larger game, but with the arrival of the human prisoners they can put off such a hunt for a while.

The roots and branches concealing this entrance are flexible, easily pushed aside to allow access to the tunnel (no Strength check needed). They drop back in place one a creature passes, so unless the PCs cut through them on the way in or out there is no way for the lizardfolk to know that anything is amiss.

The first 20 feet of the hall receive filtered sunlight if it is light outside, enough to see perfectly well once the eyes adjust to the dimmer light (treat that part of hall as having a light source that illuminates 10 feet). Beyond this area it is dark and PCs must rely on darkvision or their own lights.

2. Alcove

A small alcove fills the southern end of a tunnel intersection. A few javelins and several wooden clubs decorated with shells are propped against the far wall of the alcove and a large clay pot holds what appears to be water. Mosquitoes buzz noisily.

This alcove holds a few extra weapons for lizardfolk going on guard patrol or hunting. The water pot is partly to refresh anyone coming in or out but has a minor ceremonial purpose for some rituals (it is decorated with simple shapes—mainly eggs—representing important concepts in the lizardfolk religion).

If the lizardfolk are on alert for attacks, one or two guards are posted outside this alcove, but the area is usually empty.

3. Compost Pile (EL 3)

The stink of waste and decay fills this hall, and the air is thick with flies. A semisolid conical pile of rotting food and animal bones covers the entire floor in a small area. Mushrooms and moss grows in scattered patches on its outer surface.

This is used as a small compost pile by the lizardfolk, and any character with at least 1 rank in Knowledge (nature), Profession (farmer), or Survival recognizes it as such—the pile's configuration is too regular to just be a garbage area, and shows signs of being raked. Though most of their garbage goes to the otyugh in area **5**, the lizardfolk keep this area because it's more convenient to those living in the southeastern part of the lair, and because it provides a home for an assassin vine kept as a guardian creature by the tribe's shaman.

Creature: The assassin vine isn't mobile (the druid trims its mobility vines on a regular basis) and only has a reach of 10 ft. (the druid cuts its longer vines), so it is forced to live on whatever the lizardfolk bring it. Though it is not intelligent, the druid has conditioned it with plant-affecting spells to not attack any lizardfolk who come near it. It is still likely to attack any lizardfolk that actually touch it, so those leaving garbage for the compost pile do so in pairs and throw what they carry from a safe distance. The plant has no conditioning preventing it from attacking other creatures and welcomes the opportunity to vent its rage (such as it is) on "safe" creatures.

The vine clings to the western wall above the compost pile. Because it is surrounded by mangaroo growth, it blends in well with its camouflage ability, and that same growth gives it plenty of useful material for its entangle

ability. Because it cannot flee, the plant fights to the death.

Assassin Vine: 30 hp; *Monster Manual* 20. This vine has speed 0 and 10 ft reach.

4. Harpy Nest (EL 5)

This place stinks of bird droppings and the floor is covered with layers of white and gray avian waste. Several thick branches or roots grow horizontally here, and the scratches on them make it evident something large has used them for perches.

This room is close enough to the outer edge of the mangaroos that shadowy light filters in during the daytime. Unlike the other rooms in the lair, this room has a high ceiling (15 ft.) and a concealed exit near the ceiling leading outside, which the harpies use to get in and out of the lair. At night the harpies take turns hunting in the swamp and watching over the lair from several perches on its outer surface, so if the PCs come to this room at night both harpies are usually gone.

Creatures: The two harpies that live here are guardian pets of the lizardfolk. The reptiles give the harpies a safe place to sleep, tasty carrion to eat, and occasional humanoid sacrifices to "play" with, and in return the harpies watch over the lair at night. Because the harpies have darkvision, they're much better night guards than the lizardfolk, and they are adapted to a nighttime schedule, waking around sundown and going to sleep a few hours after dawn.

The unusual acoustics and other distracting noises of the lair mean that the if the harpies use their captivating song ability inside, it only reaches about 20 ft. beyond their room; creatures outside of this area have normal chances to hear the song but are not affected by its magic. The harpies speak Common and Draconic.

The EL of this encounter is reduced from 6 to 5 because the harpies have limited mobility within the small room and can't use their flight (and Flyby Attack feat) to its fullest extent. Outside the lair, harpy encounters are at their full EL.

Harpies (2): 31 hp each, *Monster Manual* 151.

Treasure: The harpies keep a small cache of treasure hidden here at the location labeled C on the map. This treasure can be discovered with a DC 20 Search check, and consists of 171 cp, 320 sp, 195 gp, three pieces of quartz worth 20 gp each, a dirt-encrusted *circlet of persuasion*, and a pair of *boots of striding and springing* made out of exotic red scaly leather.

5. Garbage Room (EL 4)

Surrounded by roots and earth, this room smells like a garbage pit built on a cesspool. Puddles of fouled water are everywhere among the filth, and animal and vegetable matter is heaped about in low piles, some of it covered with bright spotted mushrooms, others being rolled into spheres by hand-sized beetles.

Creature: This is the tribe's garbage pit and also the home of their pet otyugh. The creature was captured

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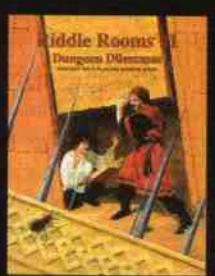

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when very young and raised by the tribe; now it's grown almost too big to get out of the lair. The otyugh rests under a heap of trash near the entrance to the room, leaving only its eyestalk exposed. It's an eager creature and likes to immediately pick through whatever the lizardfolk bring it. It rears up and attacks any non-lizardfolk that come into the room or within reach. Unlike most of its kind, the otyugh speaks Draconic rather than Common.

Treasure: The dung beetles are harmless. The mushrooms are unusual, though, and any creature who makes a DC 15 Knowledge (nature) check recognizes them as a more benign variant of the poisonous striped toadstool. A spotted mushroom cap is about the size of a Portobello mushroom, and if eaten it cures 1d4 points of Intelligence, Wisdom, or Charisma damage (whichever is the most damaged, random if there is equal damage), but the creature must make a saving throw (Fortitude DC 15) or be dazed for 3d6+10 minutes (treat this dazed state as a poison effect). There are eight mature mushrooms growing in this room (immature mushrooms have no effect), and they retain their potency for one week after harvesting. A character with Knowledge (nature), Survival, or Profession (apothecary, cook, or herbalist) can spend one hour preparing and drying the mushrooms so they remain potent indefinitely. The mushrooms can be sold in most markets for 100 gp each (market price 200 gp). Eating a mushroom is the same as consuming a potion (it requires a standard action, provokes an attack of opportunity, and so on).

Advanced Otyugh **CR 5**
N Large aberration
Monster Manual 204
Init +2; **Senses** darkvision 60 ft., scent; Listen +8, Spot +8
Languages Draconic

AC 19, touch 9, flat-footed 17
hp 60 (8 HD)
Fort +5, **Ref** +4, **Will** +8

Spd 20 ft.
Melee 2 tentacles +8 (1d6+2) and bite +3 (1d4+1)
Space 10 ft.; **Reach** 10 ft. (15 ft. with tentacle)
Base Atk +6; **Grp** +12
Atk Options constrict 1d6+2, improved grab (tentacle)
Special Atk disease (DC 14)

Abilities Str 14, Dex 14, Con 17, Int 5, Wis 14, Cha 4
Feats Alertness, Combat Reflexes, Weapon Focus (tentacle)
Skills Hide +1 (+9 in lair), Listen +8, Spot +8

6A–6E. Lizard Lairs (EL 4 or 5)

This room has more than ten sleeping pallets of swamp grass and mud. Mangaroo roots twine all over the walls but the floors are otherwise clear.

Creatures: The configuration and inhabitants of these five rooms is essentially the same, home to several lizardfolk who attack any "soft-skin" who dares to enter their lair. Each room is normally the sleeping area of ten to twelve lizardfolk, but many of the tribe were at Blackwall Keep so there are currently 5 lizardfolk staying in each of these rooms. The 4 patrolling lizardfolk are drawn from those staying in these rooms, so there are normally 21 lizardfolk spread among these five rooms at any particular time (4 rooms of 4 lizardfolk, 1 room of 5 lizardfolk).

One of the lizardfolk in **6C** is an unsuspecting host of an undead parasite. This creature swallowed a slow Kyuss worm (see sidebar) in a potion provided by the tribe's shaman (originating from Ilthane) and is now hosting a growing colony of worms within his flesh. In a few days he'll succumb to the parasites and turn into a spawn of Kyuss, but if killed by the PCs he falls dead and one round later the desperate worms crawl out of his flesh and die on the floor. Any other lizardfolk that see the worms are horrified, remembering the loss of their eggs two years ago, and flee to tell the shaman and king what happened (to the point of ignoring the PCs). Depending on the circumstances of the infected reptile's death (for example, if killed by a spell rather than a weapon), the other lizardfolk may blame the PCs for the worms, destroying any chance for a peace between the tribe and the PCs.

A DC 20 Heal check reveals the infestation for what it is. *Remove disease* or a similar effect can save the lizardfolk. If the PCs cure him, any lizardfolk in the area are impressed enough with their actions to encourage the PCs to seek out the shaman Hishka to report their findings.

Lizardfolk (21): 11 hp each; *Monster Manual* 169.

Treasure: Each lizardfolk has 50 cp, 30 sp, and 10 gp. Half of them carry an egg carved out of exotic hardwood, a religious fertility symbol worth 10 gp.

7. Lieutenant and Prisoners (EL 5)

Four thick bundles of roots divide this room into two smaller areas. One large sleeping pallet covers much of the floor in the northern part and a half-eaten carcass of a man-sized snake lies in the southern part.

Creatures: A large lizardfolk wearing armor made of spider-carapace and a normal-sized lizardfolk dwell here. The bigger one has a black tinge to the scales around his mouth. The larger armored lizardfolk is Kotabas, the lieutenant of the lizard king (area **9**) and is utterly loyal to him. Like the king, he drank the alchemical dragon elixir provided by Ilthane and has unusual abilities because of it. The normal lizardfolk is the lieutenant's mate and is loyal to him (while he lives, she will not leave his side); she uses flanking and the aid another action to augment him in combat. The lieutenant is a brute and enjoys bullying other creatures; if there are any Small PCs he preferentially attacks them, though he doesn't ignore larger threats just to pursue his cruelty.

Two human soldiers captured from the keep are here, bound and unconscious. If the battle goes poorly for the lieutenant and his mate, they may threaten to harm the captives to convince the PCs to back off or offer the captive to the PCs in exchange for allowing the lizardfolk to retreat. The lieutenant is cruel enough that he may attack a captive just to taunt the PCs into action.

KOTABAS **CR 5**

Male lizardfolk barbarian 4

CE Medium humanoid (reptilian)

Monster Manual 169

Init +1; **Senses** Listen +4, Spot +0

Languages Draconic

AC 21, touch 11, flat-footed 20; trap sense +1, uncanny dodge

hp 41 (6 HD)

Resist acid 5

Fort +8, **Ref** +5, **Will** +1; trap sense +1

Spd 30 ft.

Melee 2 claws +9 (1d6+3) and bite +6 (1d4+1)

Ranged javelin +6 (1d6+3)

Base Atk +5; **Grp** +8

Atk Options rage 2/day

Combat Gear *2 potions of cure moderate wounds*

Abilities Str 16, Dex 13, Con 18, Int 6, Wis 10, Cha 12

SQ fast movement, hold breath, illiteracy

Feats Improved Natural Attack (claw), Multiattack, Weapon Focus (claw)

Skills Balance +3, Intimidate +5, Jump +10, Listen +4, Swim +3

Possessions combat gear, *+1 hide armor*, 5 javelins, *amulet of natural armor +1*, pouch of 320 cp, 75 sp, and 81 gp

Rage (Ex): When raging, Kotabas's stats change as follows:

AC 19, touch 9, flat-footed 18

hp 53

Fort +10, **Will** +3

Melee 2 claws +11 (1d6+5) and bite +8 (1d4+2)

Ranged javelin +6 (1d6+5)

Grp +10

Abilities Str 20, Con 22

Skills Jump +12, Swim +5

Lieutenant's Mate, normal lizardfolk (1): 11 hp, *Monster Manual* 169.

8. Shaman and Prisoners (EL 7)

This room is different from the others in the lair. Decorations made of wood and clay beads hang from the walls, with egg symbols the most common element. A small pit of stone and clay holds the remnants of a fire, and several open pots of herbs stand near the fire pit. A pool of water surrounds a cluster of tree trunks in the center of the room.

Creatures: A stooped lizardfolk wearing necklaces and bracelets of animal's teeth stands at the ready, a snake coiled nearby. In one corner of the room are two human prisoners—a male soldier and a female mage—unconscious and bound. The shaman, Hishka, is wary but not immediately hostile (unless the worm-infected lizardfolk in **6C** is dead and witnesses told the shaman that the PCs are responsible for the worms). Hishka is one of the chosen few of Semuanya, a sterile hermaphrodite gifted with an unusually keen mind. The shaman is unhappy with the aggressive stance of the new king, believing that open hostilities against the much larger population in the Free City will only spur the humans to greater excesses of aggression against the lizardfolk tribes, but is at a loss as to how to remove the king from his position of power.

Hishka believes that survival of their tribe (and the lizardfolk race) is crucial; despite any bloodshed the PCs have caused in the lair, the shaman wants to negotiate a peace, preferably one involving the PCs killing or chasing off the current king and his lieutenant. If the PCs agree to get rid of these aggressive leaders, Hishka hopes to convince the rest of the tribe to cease its raids for at least a month or two, hopefully long enough for the PCs to arrange a treaty with the Free City. Hishka doesn't know much of the ways of civilized folk, but believes that if the PCs can get them to agree in writing to leave their tribe alone, they'll honor it. Hishka speaks Draconic and a little bit of Common, and offers the soldier prisoner in exchange for an agreement to get rid of the current leaders, and the mage when the PCs have taken care of the problem. Hishka also accepts offers to have someone trustworthy guard their eggs, and can even be bribed if there's enough money involved (at least 2,000 gp worth, enough to relocate the tribe, make gifts to new allies, and so on).

When the lizard king recognized that Marzena was a spellcaster, he broke her jaw and many bones in her hands to prevent her from using spells to escape; the shaman has tended her

Slow Worms

While the spawn of Kyuss carry green worms that rapidly convert other creatures into spawn, the obvious zombie-like nature of the spawn makes it hard for them to reach large population areas because they're easily spotted. Additionally, these worms cannot penetrate the hides of creatures with high natural armor. However, there is a different kind of worm—the "slow worm"—that works more slowly and subtly, taking days or even weeks to convert its host and revealing its presence only at the last minute.

Infection happens when a host creature swallows a slow worm. The worm begins to multiply within the host's body, slowly taking over healthy flesh. An infected host must succeed at a DC 15 Fortitude saving throw every day or lose 1d4 points of Constitution. When the creature's Constitution reaches 0, it dies and rises as a spawn of Kyuss 1d6+4 rounds later. Until the host becomes a spawn, its worms cannot survive exposure to air; if the host dies from some other cause before the worms kill it, the worms crawl out of the dead host one round later and expire.

Slow worms can enter an indefinite hibernation state if kept in liquid, awakening when they enter warm flesh. Worshipers of Kyuss are known to hide the worms in potions, wine bottles, and beer barrels, hoping to infect large numbers of victims with the worms and causing a horrible outbreak of spawn when the hosts succumb to the infection. If the worm is in a dark or opaque liquid or container, a creature drinking it must succeed at a DC 20 Spot check to realize they've swallowed something solid (the Spot check is DC 10 if the worm is visible within the container), otherwise they are unaware of the infection.

Anything that kills or delays a normal spawn worm has the same effect on a slow worm. Other variants of Kyuss worms exist as well, including some capable of creating more powerful spawn that retain their abilities from life in undeath, and others capable of creating the horrific creatures known as the worms that walk.

as best it could given the circumstances (she's unconscious and due to be sacrificed in a few days anyway) but only time or healing magic can mend her bones. The shaman could cure her broken bones, but isn't brave enough to go against the king quite yet.

If the PCs choose to attack, Hishka fights back sadly, relying on summoned creatures and Seskitar for defense. A survivalist at heart, Hishka is willing to abandon its animal companion if such a sacrifice can guarantee escape (preferably toward area **10** and eventually to the egg chamber at area **12**). A wise creature and a skilled priest, Hishka knows its value to the lizardfolk race is more important than dying at the hands of "soft-skins." Even if everyone in this tribe dies, the shaman is sure it can find can find a place in another tribe.

Hishka **CR 7**

Hermaphrodite lizardfolk druid 6
N Medium humanoid (reptilian)
Monster Manual 169
Init –1; **Senses** Listen +6, Spot +6
Languages Common, Draconic, Druidic, Sylvan

AC 16, touch 10, flat-footed 16
hp 60 (8 HD)
Fort +8, **Ref** +4, **Will** +8; resist nature's lure

Spd 30 ft.
Melee 2 claws +7 (1d4+2) and bite +5 (1d4+1)
Base Atk +5; **Grp** +7
Special Atk wild shape 2/day
Combat Gear 4 *potions of cure light wounds*, *potion of cure moderate wounds*, *potion of detect thoughts**, *potion of fly**, 2 *potions of neutralize poison*, *potion of protection from arrows**, *potion of resist fire*
Spells Prepared (CL 6th, +4 ranged touch):
3rd—*cure moderate wounds*, *spike growth* (DC 16), *water breathing*
2nd—*chill metal* (DC 15), *fog cloud*, *lesser restoration*, *warp wood*
1st—*charm animal* (DC 14), *cure light wounds* (2), *entangle*
0—*cure minor wounds* (2), *detect poison*, *light*, *mending*

Abilities Str 15, Dex 8, Con 16, Int 14, Wis 17, Cha 12
SQ animal companion (Medium viper named Seskitar), hold breath, nature sense, trackless step, wild empathy +7, woodland stride
Feats Alertness, Brew Potion, Multiattack
Skills Balance +8, Climb +4, Concentration +9, Diplomacy +7, Handle Animal +4, Heal +9, Jump +11, Knowledge (nature) +10, Listen +6, Spot +6, Survival +8, Swim +11
Possessions combat gear, *ring of protection +1*, *amulet of natural armor +1*, leather pouch containing 31 cp, 25 sp, and 110 gp
*These items were gifts from Ilthane and are contaminated with slow worms, although Hishka doesn't know it.

Seskitar **CR —**

Medium viper animal companion
N Medium animal
Monster Manual 281
Init +9; **Senses** scent; Listen +5, Spot +14
AC 22, touch 15, flat-footed 17
hp 27 (6 HD)
Fort +5, **Ref** +10, **Will** +3; evasion
Spd 20 ft., climb 20 ft., swim 20 ft.
Melee bite +9 (1d4 plus poison)
Base Atk +4; **Grp** +4
Abilities Str 10, Dex 20, Con 11, Int 1, Wis 12, Cha 2
SQ devotion, link, share spells
Feats Ability Focus (poison), Improved Initiative, Stealthy, Weapon Finesse[B]
Skills Balance +13, Climb +13, Hide +11, Listen +5, Move Silently +7, Spot +14, Swim +8
Poison (Ex): Injury, DC 15, 1d6 Con/1d6 Con

Marzena **CR 5**

Female human sorcerer 5
NG Medium humanoid
Init +2; **Senses** Listen +1, Spot +1
Languages Common
AC 12, touch 12, flat-footed 10
hp 19 (currently 0) (5 HD)
Fort +2, **Ref** +3, **Will** +5
Spd 30 ft.
Melee unarmed strike +1 (1d3–1)
Base Atk +2; **Grp** +1
Spells Known (CL 5th, +4 ranged touch):
2nd (5/day)—*flaming sphere* (DC 16), *mirror image*
1st (7/day)—*burning hands* (DC 15), *feather fall*, *mage armor*, *sleep* (DC 14)
0 (6/day)—*detect magic*, *disrupt undead*, *flare* (DC 14), *ray of frost*, *read magic*, *resistance*
Abilities Str 8, Dex 14, Con 12, Int 10, Wis 13, Cha 16
SQ summon familiar (owl named Ahiloor, but the lizardfolk have already eaten it)
Feats Combat Casting, Scribe Scroll, Spell Focus (evocation)
Skills Concentration +9, Knowledge (arcana) +8, Spellcraft +10

Ad-Hoc Experience Award: If the PCs negotiate a truce with Hishka, they gain experience as if they had defeated the shaman in combat.

9. Lair of the Lizard King (EL 8)

This large room has a raised throne-like area at the north end built out of wood and large animal bones; the ground in front of the throne is stained with old blood. A small pool of water to the west of the throne splashes with small fish.

Creature: Reclining on the throne is a strong-looking lizardfolk with a mottled pattern of black scales and forward-sweeping horns. Quick as a flash of lightning, he leaps forward with claws extended and a snarl on his scaly lips when the PCs intrude in his throne room.

This is Shukak, the "king" of the tribe. Captured young when his original tribe was slaughtered, he was raised as a slave in the Free City Arena. He eventually escaped back to his native swamp, where Ilthane found him and whispered words of vengeance in his ear. The dragon steered Shukak to the Twisted Branch tribe, where he challenged and killed its leader. Coupled with the tribe's loss of its hatchlings two years ago, the Twisted Branch lizardfolk were easy to goad into an alliance with the dragon and the attack on the keep. Confronted by the PCs in his own lair, the "king" knows he must defeat them to maintain his status and the tribe's morale. Ilthane gave him a special elixir made of alchemically-treated dragon's blood and he has some atypical abilities because of it.

Shukak knows that spellcasters are his most dangerous opponents and often the easiest to drop, so while his experience and pride urges him to deal with fighters, he goes after spellcasters first, then sneaky-looking rogue types, then all others. He makes as much noise as possible in order to draw assistance, taunt his foes (in Draconic and halting Common), and gain an audience for his prowess. He knows that without this tribe he loses the dragon's support, so he fights to the death.

Shukak **CR 8**

Male lizardfolk fighter 7

CE Medium humanoid (reptilian)

Monster Manual 169

Init +6; **Senses** Listen +3, Spot +3

Languages Common, Draconic

AC 22, touch 12, flat-footed 20

hp 83 (9 HD)

Resist acid 15

Fort +9, **Ref** +7, **Will** +3

Spd 30 ft.

Melee +1 *returning trident* +14/+9 (1d8+5/19–20) and claw +10 (1d4+2) and bite +10 (1d4+2)

Ranged +1 *returning trident* +12 (1d8+5/19–20)

Base Atk +8; **Grp** +12

Combat Gear *potion of cure moderate wounds*

Abilities Str 18, Dex 15, Con 18, Int 11, Wis 12, Cha 12

SQ hold breath

Feats Alertness, Dodge, Improved Critical (trident), Improved Initiative, Improved Natural Armor, Multiattack, Weapon Focus (trident), Weapon Specialization (trident)

Skills Balance +11, Intimidate +8, Jump +13, Listen +3, Sense Motive +4, Spot +3, Swim +8

Possessions combat gear, +1 *returning trident*, *amulet of natural armor +1*, *bracers of armor +3*, pouch containing 31 cp, 35 sp, and 210 gp

Treasure: Shukak has stacked Marzena's gear in a small pile behind his throne, but has not yet had a chance to sort through it all to see what he likes. Her gear consists of a *wand of burning hands* (CL 3rd, 22 charges), a *ring of protection +1*, a *+1 dagger*, and a *cloak of resistance +1*.

Shukak

10. Submerged Tunnel

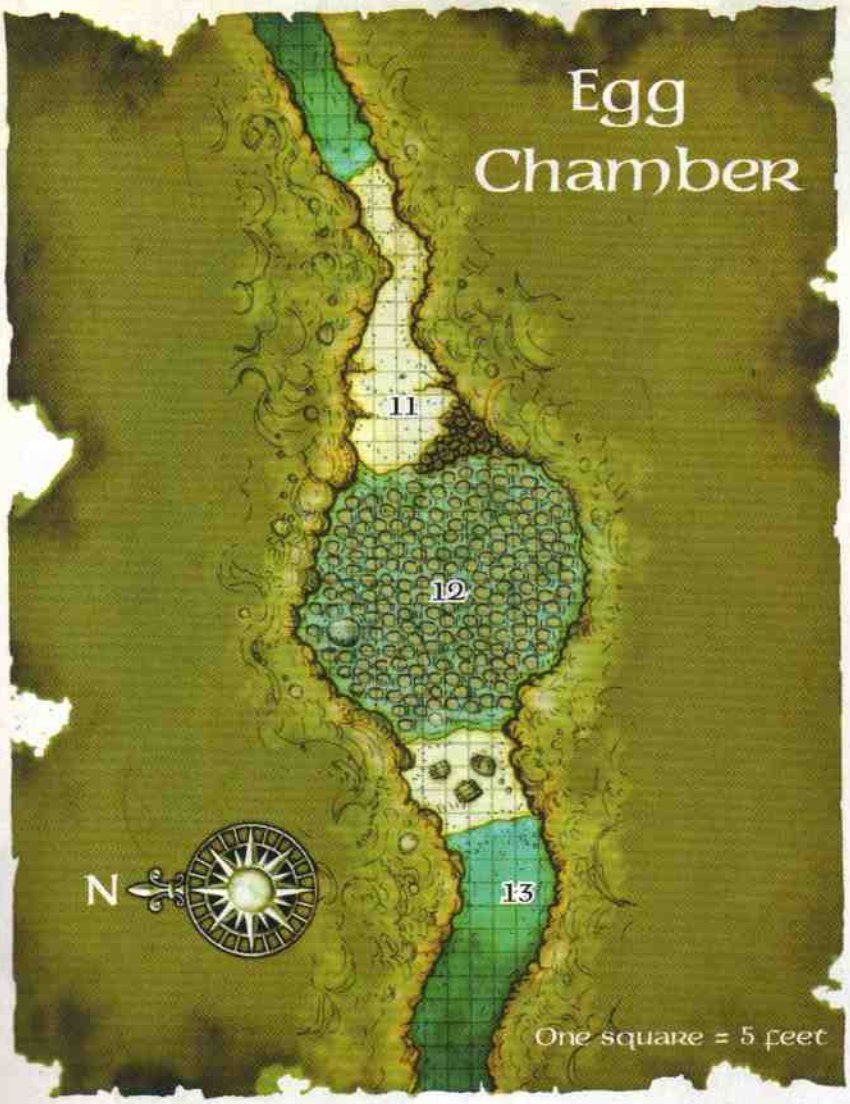
This tunnel slopes downward into an area of shallow water extending westward. The ceiling declines as well, and it's possible the entire hall goes underwater farther ahead.

The tunnel becomes completely submerged 40 feet beyond the start of the water and winds generally westward for 100 feet before fully emerging again shortly before area **11** on the Egg Chamber map. PCs must hold their breath and make DC 10 Swim checks to cross this area.

Trap: This section of tunnel is protected by several *snare* spells. The walls along the first 10 feet of the pool bear knotted leather cords tied to the roots marking the general area of the traps (DC 15 Spot check to notice the cords), though as the cords define a 10-foot stretch of water and the *snare* spells only fill half of that it's not a guarantee that strangers will recognize the actual dangerous areas. Because the *snare* is underwater, the Search DC to find it is 27 instead of the normal DC 23. The *snare* isn't configured to lift a creature off the ground, just to slow it down long enough for the tribe to catch up to it.

11. Kobold Guardians (EL 8)

A wall of stacked rocks makes up the southwest part of this room, and beyond the northwest end is another room with water on the floor.



Creatures: Eight black-scaled kobolds stand guard in this area, armed with spears and wearing rusty chain shirts. The kobolds are "gifts" from Ilthane, stationed here to guard the lizardfolk eggs (ostensibly to protect them from intruders, but actually to keep the lizardfolk from interfering with Ilthane's plans for the eggs). While not half-dragons, they are the result of several generations of tribe-slavery, selective breeding, and elixir use by Ilthane, and are superior to normal kobolds. The draconic template they possess is detailed fully in the *Draconomicon*.

The draconic kobolds attack any non-lizardfolk who enter the area, as well as any lizardfolk who seem hostile or intent on moving the eggs.

ILTHANE'S KOBOLDS (8) **CR 2**
Draconic kobold rogue 1
LE Small humanoid (reptilian)
Monster Manual 161 (kobold)
Draconomicon 150 (draconic creature template)
Init +3; **Senses** darkvision 60 ft., low-light vision; Listen +5, Spot +7
Languages Draconic

AC 20, touch 14, flat-footed 17
hp 10 (1 HD)
Resist acid 15
Fort +1, **Ref** +5, **Will** +1; +4 against sleep and paralysis
Weakness light sensitivity

Spd 20 ft.
Melee mwk rapier +2 (1d4) and claw –4 (1d2)
Ranged mwk hand crossbow +5 (1d3/19–20)
Base Atk +0; **Grp** –4
Atk Options sneak attack +1d6

Abilities Str 11, Dex 17, Con 12, Int 10, Wis 12, Cha 10
Feats Toughness
Skills Craft (trapmaking) +6, Hide +9, Intimidate +2, Listen +5, Move Silently +5, Profession (miner) +7, Search +6, Spot +7, Tumble +5
Possessions chain shirt, masterwork rapier, masterwork hand crossbow with 10 bolts, 10 gp

Treasure: In a north corner of the room is a small, unlocked chest that contains four dark glass vials—*potions of cure light*

wounds, each contaminated with a slow worm. The kobolds are under orders from Ilthane to not open the chest or use what's inside; it's intended as a trap for any creature that slays them.

12. Egg Chamber (EL 8)

This large chamber has a roof of intertwined mangaroo roots and trunks. Shallow water no more than a few inches deep covers the floor of the chamber, lapping at the bottom of hundreds of tiny pale leathery eggs. On the northern end of the pool, looming over the other eggs like a malignant gargoyle, is a halfling-sized black egg. A wide hallway leads west over a low dirt embankment with three wooden chests on it and beyond to another watery area.

This chamber holds all of the tribe's eggs, an unusually large number for a tribe this size. The black dragon Ilthane offered to guard the eggs as a favor to the tribe, placed one of her own eggs here as a token of trust with the tribe, and dug the western tunnel to give herself easier access.

If any lizardfolk come to this area while the PCs are here, they are extremely cautious about their eggs, going out of their way to not provoke the invaders to harm the eggs, but retaliating brutally if any damage occurs (+2 morale bonus on attack rolls and weapon damage).

The eggs extend above the waterline and are easily spotted but are so numerous that any creature moving through the area must make a DC 5 Balance check each round they travel more than half speed; failure means they break 1d2 eggs. Area attacks that deal 1 or more hit points of damage automatically kill all eggs in the affected area.

Creatures: Unbeknownst to anyone but the dragon, the black egg doesn't contain a growing dragon, but a large number of Kyuss worms provided by Dragotha. Ilthane's intent is that when the eggs hatch, the worms will bore through the black egg's shell, swim through the water, and infect all of the hatchlings, giving Ilthane (and Dragotha) a small army of new spawn of Kyuss to overwhelm the adults of the tribe and any other creatures that oppose them.

The dragon egg has hardness 5 and 5 hit points. If broken open with weapons or weaponlike spells, the worms inside spill out and begin boring into the lizardfolk eggs, advancing at a rate of 5 ft. per round through the watery area (their progress is obvious, as they stir up the water when they move). Once a worm invades a small egg, the hatchling inside breaks free 1d4 rounds later as a Kyuss spawnling, an undead swimming thing intent on killing all living creatures it discovers. The worms may slither up a character's legs, but since they aren't quite mature yet, they cannot transform larger humanoids into spawn of Kyuss and are ultimately harmless.

Kyuss Worm Paste

This cup-sized container of bad-smelling greenish-brown paste renders a creature immune to the green worms of a spawn of Kyuss. Any worm from a spawn (or similar worm attacks, such as slow worms) dies instantly if it touches a creature protected by the paste. Applying the paste is a full-round action and lasts 1 hour. Each cup of paste can protect one creature. If the container is thrown at a normal spawn, it transforms the creature into a normal zombie, just as if *remove curse* had been used.

Faint abjuration; CL 5th; Craft Wondrous Item, *neutralize poison*; Price 750 gp.

Kyussbane Oil

This rank oily substance gives a weapon the undead-bane property for 1 hour. Any spawn of Kyuss or similar creature (including Kyuss himself) struck by the affected weapon takes +1d6 damage in addition to the +2d6 from the bane property.

Faint transmutation; CL 5th; Craft Wondrous Item, *summon monster I*; Price 750 gp

Other methods of attacking the dragon egg produce different effects.

- If the egg takes 10 or more points of cold damage, the worms inside it are stunned for 1 round. Any cold damage applied to an area of water stuns the worms in that area for 1 round (delaying their movement) but also kills any lizardfolk eggs in that area.
- *Remove curse* or *remove disease* (and more powerful versions of these spells) kills all the worms in the egg but doesn't otherwise affect its shell. The caster can also direct the spell at the water, affecting a number of 5-foot squares equal to the caster level and killing all swimming worms within that area, though if used in this manner it doesn't affect worms that have already infected a hatchling (that requires a targeted use of the spell).
- Pouring *silversheen* onto the egg destroys it and its contents instantly. *Silversheen* poured into the water destroys swimming worms within a 10 ft radius.
- If it takes 20 or more points of fire damage, the egg and worms are destroyed, resulting in a wet green-brown paste which a character with the Brew Potion or Craft Wondrous Item feat can use to make 4 doses of *Kyuss worm paste* or *Kyussbane oil* (see sidebar) by spending one day per dose crafting the item. No gp or XP expenditure is necessary to make either of these items as long as the character has the feat and the raw paste. A DC 20 Knowledge (arcana or religion) check is enough for a character to recognize this quality of the burnt worms.

Kyuss Spawnlings (6 per EL 5 encounter): hp 9 each; see Appendix.

Treasure: Underwater near the dragon egg is a waterproof chest of oiled wood that is Ilthane's final contingency against the destruction of her horde of spawnlings. The box contains a fair amount of treasure intended to lull the PCs into a false sense of security about their victory. The chest contains 5320 sp, 1,930 gp, 21 pp, and six dark glass vials—*potions of bull's strength* (2), *cure serious wounds* (2), *haste*, and *invisibility*, each contaminated with a single slow Kyuss worm. The chest also contains a *minor spell storing ring*. The ring currently contains no spells; Ilthane intended to keep a *remove disease* spell in the ring in case of accidental worm infestation, but never got around to it.

Development: If the lizardfolk see the worms, their reaction depends on earlier events. If the infected warrior in area **6C** is still alive, the lizardfolk realize that something is very wrong and the dragon is probably responsible. They try to keep the worms from getting to their eggs, charging into the egg chamber and carrying eggs to safety. If the PCs help in this endeavor, the lizardfolk gratefully accept their assistance and this act helps smooth relations in the aftermath of the worm battle. As the Kyuss spawnlings are unable to leave the water at this time, removing the eggs from the water makes them safe.

If the lizardfolk believe the PCs are responsible for the worms in the body of the infected individual in **6C**, the presence of the worms in the egg chamber is "proof" of the PCs' guilt and they attack in a rage (+2 morale bonus on attacks and weapon damage).

Given the number of lizardfolk eggs (more than 200), it's very easy for this situation to grow beyond what the PCs can control. Moving eggs out of the water, establishing a solid barrier that the worms can't cross, or draining the water are the best options once the worms are unleashed, though using an area attack to damage all infested areas also works but kills all eggs in that area. If the spawnlings aren't destroyed, in about a week they transform into a walking form that can survive out of the water and become a dangerous menace in the swamp and eventually other nearby terrain under the direction of Ilthane.

Ad-Hoc Experience Award: The encounter level listed for this area assumes the PCs end up releasing the worms and fight some of the Kyuss spawnlings. If the PCs manage to destroy all the worms without killing any lizardfolk eggs, award each PC a CR 8 experience award. If some but less than half of the eggs are killed, award each PC a CR 4 experience award. If most or all of the eggs are killed, the PCs do not get any bonus XP for this encounter. Award an additional 500 XP per PC if they convince the tribe of their good intentions, such as by helping rescue eggs from the advancing tide of worms.

13. Large Submerged Tunnel

This wide tunnel quickly slopes downward and plunges underwater. The water is stagnant and covered with a layer of scum and tiny floating plants

Ilthane uses this tunnel to access the egg chamber, though she hasn't been here in over a month. The tunnel runs northwest for about 200 feet and finally emerges at the bottom of a deep pool of water in the Mistmarsh.

Scaling the Adventure

"Encounter at Blackwall Keep" is designed for a group of four 5th–6th-level PCs, but with a little work it can be adapted for use with 3rd–4th or 7th–8th-level characters, mainly by adjusting the number of creatures encountered.

3rd–5th-level parties: Reduce the number of lizardfolk at the siege and in the lair. Remove the druid from the siege. Use the lieutenant stats for the lizard king, the siege druid stats for the shaman, and drop the lieutenant from the lair. Use one harpy in the lair instead of two. Remove 3–4 of the draconic kobolds.

7th–8th-level parties: Add more lizardfolk to the siege and lair. Use the lieutenant stats for the siege champion. Add the half-dragon template to the lizard king and lieutenant. Increase the draconic kobolds to 2nd-level rogues. Add another advanced otyugh and another harpy to the respective lairs.

PART THREE: TERROR BELOW

When the PCs return to Blackwall Keep, they find the soldiers in a panic. It seems that one of the lizardfolk who entered the keep on the initial raid reached the basement level and smashed the lock on a certain door in the ground floor, thinking the extra security meant treasure was inside. The monster once locked behind the door is now free to roam the keep and has snatched two soldiers, dragging them into the basement. The soldiers have used spare wood and doors to barricade the entrance to the basement, but the creatures (they now hear more than one creature moving around so they know the monster hasn't eaten the two captives) are strong enough that it's only a temporary solution. They apologize to the PCs for not telling them about the threat earlier, but they still felt reluctant to kill the creature that was once their friend, and thought that by locking it away it would die or they would find a way to save him. As an example of the strength of their secrecy, even Marzena didn't know about the captive spawn, as she was told the last mage went mad and wandered into the swamp one night. The soldiers can describe what their friend looked like when he changed (a zombie-like creature with green worms crawling in his flesh) and the glimpses they've had since then confirm this appearance.

Three spawn now wander the basement level of the keep, forcing the soldiers to share space in the upper levels. The undead trio batter at the soldiers' barricade every day, and when they break through they grab any soldier within reach, two or more of them grappling their captive, hauling him back to the basement to let the worms do their work (and giving the soldiers time to rebuild the barricade). This shows the monsters aren't mindless zombies and use tactics. Like all spawn created recently in the service of Ilthane and Dragotha, their objective is to multiply rather than kill, so they snatch opponents one at a time rather than trying an open battle where potential prey may be killed.

Depending on how long the PCs took to deal with the lizardfolk, soldier reinforcements from Diamond Lake should be at the keep. Though Allustan remains at Diamond Lake, he gives the captain of the reinforcements a letter for the PCs asking them to escort Marzena to Diamond Lake so he may discuss what she knows about the green worms.

CONCLUDING THE ADVENTURE

When the PCs bring Marzena to Allustan, he is grateful for their help and eager to hear the news of their most recent adventures. Marzena tells Allustan what's she's heard about green worms in the Cairn Hills, but unfortunately her news offers little new information apart from confirmation that spawn of Kyuss are increasing in number throughout the Cairn Hills. This information and the PCs' report convinces Allustan that there is something larger going on, and he tells the PCs about an "old friend" in the Free City, a sage named Eligos who knows a great deal

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about strange monsters. Their next step is to visit Eligos in the Free City and share Allustan's compiled notes and their own experiences. Armed with this information, the sage ought to be able to determine what sort of threat the green worms represent to the region and how it can be countered. Note that if the PCs agreed to talk to Free City officials on behalf of Hishka, the need to meet Eligos gives them a convenient excuse to travel there and arrange for a treaty between the Free City and the lizardfolk of the Mistmarsh.

APPENDIX: NEW MONSTER

Kyuss Spawnling
Tiny Undead (Aquatic)
Hit Dice: 1d12+3 (9 hp)
Initiative: +4
Speed: Swim 40 ft.
Armor Class: 18, touch 16, flat-footed 14
Base Attack/Grapple: +0/–11
Attack: Bite +6 melee (1d3–3 plus poison)
Full Attack: Bite +6 melee (1d3–3 plus poison)
Space/Reach: 2-1/2 ft./0 ft.
Special Attacks: Create spawn, poison
Special Qualities: Darkvision 60 ft., fast healing 3, scent, undead traits, vulnerability to remove disease
Saves: Fort +0, Ref +4, Will +3
Abilities: Str 4, Dex 18, Con —, Int 2, Wis 12, Cha 14
Skills: Listen +3, Spot +3, Swim +12
Feats: Toughness, Weapon Finesse[B]
Environment: Any swamp
Organization: Solitary, pair, or swarm (3–20)
Challenge Rating: 1
Treasure: None
Alignment: Always chaotic evil
Advancement: 2–4 HD (Small), 5–8 HD (Medium)

This wretched little menace appears as a rotting lizardfolk hatchling. Bits of eggshell cling to its foul hide, and writhing green worms coil and drip from its needle-toothed jaws and empty eye sockets.

These morbid little undead monsters are one of many variations of Kyuss' spawn. Designed to undermine the morale of the lizardfolk while creating a way for the worms of Kyuss to penetrate the natural armor possessed by lizardfolk (among other creatures), the ultimate success of the Kyuss spawnling depends on how many of the undead hatchlings the PCs allow to escape.

A Kyuss spawnling weighs 5 pounds.

Combat

Despite its small size, a Kyuss spawnling is an aggressive combatant. A Kyuss spawnling attacks by biting with its tiny, razor-sharp teeth and injecting a burning toxin into the victim's blood.

Create Spawn (Su): A Kyuss spawnling can infest any humanoid corpse it touches with worms as a full-round action. The corpse animates as a spawn of Kyuss 1d6+4 rounds later.

Poison (Ex): Injury, Fortitude DC 10, initial damage 1d6 Con, secondary damage 1d6 Con. The save DC is Constitution-based.

Vulnerability to *Remove Disease* (Ex): A *remove disease* spell (or any other similar effect) automatically destroys a Kyuss spawnling.

Sean K Reynolds was born in a coastal town in southern California. A professional game designer since 1998, he's best known for his work on the Forgotten Realms Campaign Setting, Greyhawk, *and the 3rd edition* Monster Manual. *He spends his free time reading, painting miniatures, and writing 2–3 sentence biographies.*

Kyuss Spawnling

THE CLOCKWORK FORTRESS

BY WOLFGANG BAUR
BY KIERAN YANNER
BY ROBERT LAZZARETTI

ANY SETTING, MID-LEVEL (6TH–12TH), DUNGEON CRAWL

Ages ago, in the city of Kolbenborg, a strange mechanical castle hummed and whirred. It protected a powerful device that allowed its clockwork inhabitants to converse via telepathy. Yet something strange came to Kolbenborg one day, and now, the city is all but forgotten and its fortress is only a memory, except to one lone nimblewright—a construct who has recently discovered that he was once the prince of the Clockwork Fortress.

"The Clockwork Fortress" is a D&D adventure for a party of four 8th-level characters. If you run this adventure in EBERRON, an artificer would make an excellent addition to the party, but warforged characters will face special challenges—they might wind up succumbing to gear madness or getting stripped for parts.

This adventure is a sequel to issue #115's "Raiders of the Black Ice," although you need not have run that adventure to enjoy "The Clockwork Fortress."

Adventure Background

Long ago, a small fiefdom in the northlands reached the heights of civilization—its craftsmanship and knowledge of artifice were unmatched. Constructs served the lords and ladies of the land, performing menial labor and freeing the city's aristocracy to devote more time to art, philosophy, and war. The heart of these lands was called the City of the Gods, and it was unlike any other city before or since.

Some claim that the City's automatons were struck down by a plague (though these reports seem suspect, for what illness can strike down a construct?). Others claim that the city nobles transformed themselves into a race known as the nimblewrights. Perhaps both stories are true, but few records survived for sages to ponder. Over the ages, the advancing ice drove out those few denizens who remained, and in time the City of the Gods became one more legend among thousands as new empires established themselves far to the south. Scraps of the City's clockwork magic still turn up in the markets of larger cities every few years. When they do, dwarves, gnomes, and clockwork mages pay outrageous prices for them. These scavengers seek to restore the artifice of that time, but so little survived this age that such restoration may be hopeless.

A few months ago, a survivor of that ancient time was restored to life. A humanoid of golden metal known as a nimblewright, Oskari Lodestar's long

icy sleep resulted in catastrophic memory loss. In the months since his rescue, he has recovered various clockwork artifacts, including volumes of clockwork lore and magical memory gears that contain stored thoughts and impressions from those who once lived in the City of the Gods. Most of the recovered memory gears are damaged or contain no information of note, but one in particular struck Oskari like a thunderbolt. This precious gear possesses memories of a Clockwork Fortress some distance from the City of the Gods. Located in a city once called Kolbenborg, this fortress had been constructed to protect a wondrous device known as a *Gearspring Well*. The inhabitants of the Clockwork Fortress used the *Well* to record knowledge and communicate with each other over vast distances. Powered by a portal to the plane of Mechanus, the *Well* was an important artifact of the time. And Oskari had been its guardian—and a prince among the nimblewrights.

Alas, his contact with the *Gearspring Well* revealed one more thing—the *Well* was infected. Chaos had come to the Clockwork Fortress, and now Oskari fears that this chaos has managed to infect him as well.

Adventure Synopsis

The PCs are contacted by a clockwork prince, a nimblewright named Oskari who has established telepathic contact with his lost fortress far to the north. He's discovered that his clockwork fortress has not only been claimed by a band of derro, but has become infected with chaos—an infection that has spread to his own mind. He hires the PCs to travel to the Clockwork Fortress, rescue it from the derro, and expunge the chaotic taint from its heart.

Adventure Hooks

The player characters can discover the Clockwork Fortress through one of three different possible hooks. Players who have played through "Raiders of the Black Ice" (*Dungeon* #115) should use the "Meeting the Clockwork Prince" hook. You can adapt this hook if you haven't run "Raiders of the Black Ice" by simply having Oskari contact the PCs based on their reputations. Alternately, you can use the "The Jewelers and Brassworkers Guild" hook to draw the PCs to the Clockwork Fortress.

Meeting the Clockwork Prince: If the PCs played through "Raiders" (issue #115) and were the ones responsible for rescuing Oskari, this adventure begins when they receive a message from the clockwork prince after he establishes contact with the *Gearspring Well*. The note asks the PCs to meet "his highness, Prince Oskari of Kolbenborg," at the Fish and Ferry Inn to "renew our acquaintance and consider work of mutual benefit." The note is signed with a small gear symbol. A DC 25 Knowledge (history or nobility and royalty) check establishes that Kolbenborg was the name of an outpost for the City of the Gods, and that Kolbenborg fell into ruin more than 1,000 years ago.

When the PCs meet the nimblewright, Oskari looks a bit different than the last time the PCs may have seen him—the installation of the latest memory gear has reactivated his latent memories of royalty. The gear has effected physical changes in the nimblewright as well—his carapace now has a golden shine and a crown has emerged from his brow. Oskari explains that he was once a normal nimblewright but is now a prince, and that he has discovered the location of what was once his palace. Unfortunately, this palace has fallen to the enemy.

Oskari asks the PCs to travel to the Clockwork Fortress and reclaim it. He can provide the PCs with some information about what they can expect to face in the fortress, as detailed below.

- The Clockwork Fortress was built to protect a magical device called the *Gearspring Well*. The nimblewrights of Kolbenborg used this device to store their collective memories and communicate over vast distances, and it was powered by a fixed portal to Mechanus. When the City of the Gods fell to mysterious doom hundreds of years ago, the Clockwork Fortress was captured and the *Gearspring Well* became polluted with chaos. Oskari remembers fleeing north with several advisors and friends, but little more of Kolbenborg itself. His recent contact with the *Gearspring Well* confirmed his fears that the place is still under the influence of chaos.
- Oskari knows that entry into the Clockwork Fortress is guarded by a construct. The password required to bypass this construct is "seven into three," which Oskari remembers as a lucky gear ratio.

Although Oskari's memory gear has restored his memories it has also infected him with gear madness, a mechano-magical condition similar to a disease that targets constructs. Oskari believes that if he were to travel to the Clockwork Fortress, the progress of his gear madness would be accelerated. He hopes that if the PCs can expunge the chaos from the *Gearspring Well* he will not only be cured of this malady, but he'll be able to reclaim his birthright as well.

Prince Oskari Lodestar **CR 7**
Nimblewright
CG Medium construct
Monster Manual II 162
Init +7; **Senses** darkvision 60 ft.; Listen +3, Spot +3
Languages Common, Dwarven, Elven

AC 26, touch 17, flat-footed 19; Dodge, Mobility
hp 75 (10 HD)
Immune construct traits
SR 27
Fort +3, **Ref** +10, **Will** +6
Weakness slowed by cold effects for 3 rounds, stunned by fire effects for 1 round

Spd 40 ft.
Melee 2 rapier-hands +11 (2d6+4/15–20)
Base Atk +7; **Grp** +11
Atk Options Combat Expertise, Improved Disarm, Spring Attack, tripping thrust
Spell-Like Abilities (CL 10th):
At will—*alter self, cat's grace, entropic shield, feather fall, haste*

Abilities Str 19, Dex 24, Con —, Int 10, Wis 17, Cha 19
SQ augmented critical

Feats Combat Expertise[B], Combat Reflexes[B], Dodge, Improved Disarm, Mobility, Spring Attack

Skills Balance +9, Jump +19, Tumble +22

Possessions *amulet of natural armor +2*, pouch of 22 gemstones (mostly garnets and small citrines worth 25 gp each), scarf, heavy oiled walrus-skin cloak, hobnail boots, snowshoes, spyglass

Augmented Critical (Ex): A nimblewright threatens a critical hit on a natural attack roll of 15–20. On a successful critical hit, a Medium or smaller foe is subjected to a tripping thrust.

Tripping Thrust (Ex): When Oskari successfully critically hits an opponent with his rapier-hand, that opponent must make a DC 19 Reflex save or be knocked prone.

The Jewelers and Brassworkers Guild: The PCs discover a book titled *Magical Ingines and Clockwork Marvels, or How to Understand and Apply the Principles of Steam and Force magic to Problems of Milling, Smithwork, Weaving and Divers Other Useful Arts.* This book grants a +2 circumstance bonus on Knowledge (architecture and engineering) checks. In addition, the book mentions the city of Kolbenborg and the Clockwork Fortress at its center. A map shows the location of the Clockwork Fortress, and the text promises rich treasures in the form of mithral tools and weapons, brass gears and balances, and silver arcane devices, including oddities such as "memory gears," "animating spirit gems," "ever-wound springs," and "light-transmuting armor." If mention of such exotic treasures isn't enough to whet your PCs' appetites, perhaps an NPC merchant hires them to travel to the clockwork fortress of Kolbenborg to investigate the ruins.

TO THE CLOCKWORK FORTRESS

The ruins of Kolbenborg can be located in any remote area in the northern reaches of your campaign world. The Clockwork Fortress lies just outside the city's ruins, within sight of its few remaining walls and foundations. Dread guards and brass men

GEAR MADNESS

Constructs who approach within 10 miles of the Clockwork Fortress may become infected with gear madness, a mechano-magical affliction caused by the chaos that pollutes the *Gearspring Well*. Within this area, a construct must make a DC 15 Fortitude save to avoid contracting gear madness. Success indicates that the construct is immune to gear madness—the construct enemies encountered in this adventure fall into this category and have nothing to fear from the taint. Failure indicates that the construct has become corrupted. Each day thereafter, the construct must make a DC 15 Fortitude save to avoid taking 1d4 Wisdom damage. Unlike a disease, a construct cannot recover from gear madness naturally once it is contracted. A construct cannot be drained below a Wisdom score of 1, but once a construct reaches this stage, it becomes unreliable. At the start of any action, the construct must roll 1d20 with a DC of 11. Failure indicates that the construct can take no action for that round.

Gear madness is not a curse or a disease, and cannot be cured by *remove disease*, *remove curse*, or *heal*, but *dispel chaos* spell or *greater restoration* removes the affliction. If the *Gearspring Well* is cleansed of chaos, the aura of gear madness that surrounds Kolbenborg vanishes and infected constructs are automatically cured.

who served a ruling caste of nimblewrights once defended Kolbenborg, but few traces of those days remain. Digging through the topsoil and down to the stone yields rusted shards, broken pots, a few small gemstones, and occasionally a clockwork part caked in dirt and corrosion. If you wish, you can use the random encounter tables from *Frostburn* to add action to the journey to Kolbenborg and the Clockwork Fortress, but these encounters are beyond the scope of this adventure.

The Clockwork Fortress lies roughly four hundred yards east of the ruined city, guarding the approach from the somewhat more civilized Archbarony of Blackmoor. A series of holes and trenches have been dug at various locations within the ruins. Piles of pottery shards, worthless scraps of rotted leather or wood, and other useless archeological finds are scattered about the edges of these excavations. This is the work of derro from the Clockwork Fortress who visit the ruins by night to dig up metal fragments and valuables and take them back to the fortress. Signs of axes and old stumps make it quite clear with a DC 12 Survival check that dozens of trees have been logged from this forest over decades and decades.

Clockwork Fortress Features

A strange fortress towers at the edge of a ruined city, its western half built of stone, the eastern half resembling a multi-layered stack of metal gears. The metal half is built of overlapping brass and iron cylinders that are smeared with grease and soot. Some sections twenty or thirty feet above the moat resemble enormous gears and cogs which mesh with the arrow slits and other sections. These massive gears grind and rumble as they rotate, each at differing speeds, while thick plumes of oily smoke rise from chimneys in the roof. An open drawbridge inside a dark gatehouse stands at the western end of the fortress.

The ground for 150 feet around the fortress has been cleared of underbrush. There's no real cover to speak of, but since the derro are terrible at spotting intruders stealthy PCs might be able to approach unnoticed. A DC 20 Listen check reveals a low, regular hammering noise (the trip-hammers of the forge in area **B**).

The upper gearwork sections move at different speeds, rotating from as slowly as once every 30 minutes for the lowest section to once every 7 minutes for some of the top sections. As long as the fortress is moving, thick plumes of smoke rise from several chimneys. The fortress only stops rotating and grinding if the elemental is removed from the turbine in the furnace.

The Clockwork Fortress walls are incredibly difficult to climb. The walls are smooth and often dripping with grease, requiring a DC 30 Climb check to scale. While the gears are moving, climb check DCs increase to 35.

Walls: The interior walls of area **A** are made of superior masonry, but the walls of the remaining areas in the Clockwork Fortress are made of iron.

Superior Masonry Wall: 1 ft. thick; Hardness 8; hp 90; Break DC 35; Climb DC 25.

Iron Wall: 3 in. thick; Hardness 10; hp 90; Break DC 30; Climb DC 25.

Doors: All doors in the Clockwork Fortress are made of iron.

Iron Door: 2 in. thick; Hardness 10; hp 60; Break DC 28.

Pivots: In several areas, gear pivots are exposed. These are 5-foot-diameter pillars of iron on which the fortress' gears are mounted. If a pivot is destroyed, the gears above and below grind to a shrieking halt. All creatures inside a gear when it grinds to a halt must make DC 12 Reflex saves to avoid being knocked prone.

Gear Pivot: 4 ft. thick; Hardness 10; hp 1,440; Break DC 117.

The primary inhabitants of the Clockwork Fortress now are a band of derro led by a sorcerer named Ygrath, who sought out the fortress hoping to augment his knowledge of clockwork magic. While Ygrath spends his time in study and experiments, his followers scour the surrounding ruins nightly for artifacts that might aid his research.

Rooftop Infiltration (EL 9)

Smart players may figure they can avoid some of the drudgery of making their way through the fortress (and perhaps gain the element of surprise) by dropping in from the rooftop of the Outer Ward and Stoneworks (area **A**) to get to the entrance of Guard Gear (area **C**). Alternately, they might fly and land on the Outer Transducing Gear (area **F**) or the *Gearspring Well* Gear (area **G**). All of these areas have stairs and rooftop access, but they are magically warded and trapped (see the section descriptions for details).

Creatures can reach the rooftops by flight, by coming up the gatehouse stairs in area **A4**, or by exiting from area **C1** to the roof of area **A** before that entrance aligns with area **D**. All rooftops are slick and dangerous, and are coated with thick black oil used to keep the fortress running smoothly. All sections of the roof are slightly tilted toward the junction of the two main gears here, between areas **C** and **D**. Oil collects there and is pumped back up to the top of the **F** section gears, then trickles back down on its own. It is filtered down here before returning to the top of the fortress. This oil is not flammable.

Anyone who attempts to walk on any of the rooftops (with the exception of area **F**) must make a DC 12 Balance check (increasing to DC 17 if that section is rotating) or be unable to move. Failure by 5 or more indicates that the creature has fallen and slides at a rate of 5 feet per round toward the junction of areas **C** and **D** or of **E** and **G**. Standing up requires a successful Balance check against the same DC. A creature that slides into the gears takes 12d6 damage and is pushed out into the surrounding moat.

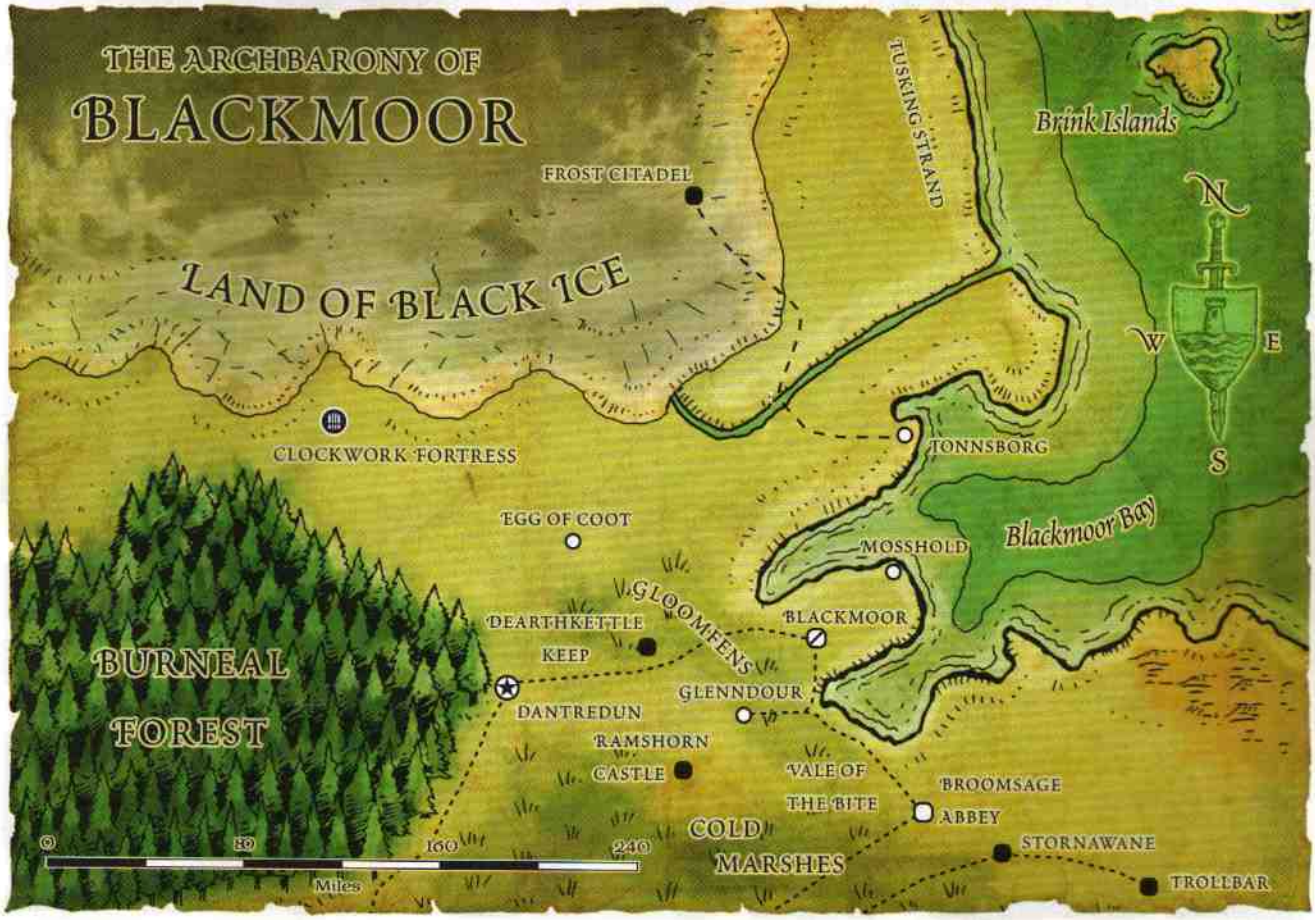
Creatures: The roof of the Transducing Gear (area **F**) is the nesting territory of a mated pair of dragonnes. Though they find the spring and summer climate hospitable, they migrate south again as soon as their two eggs hatch and their fledgling can fly. They gleefully attack any mounts or pack animals left unguarded outside the castle, as well as any PCs that they spy clambering around on the upper portions of the fortress. They generally don't interfere with the derro or anyone on the ground.

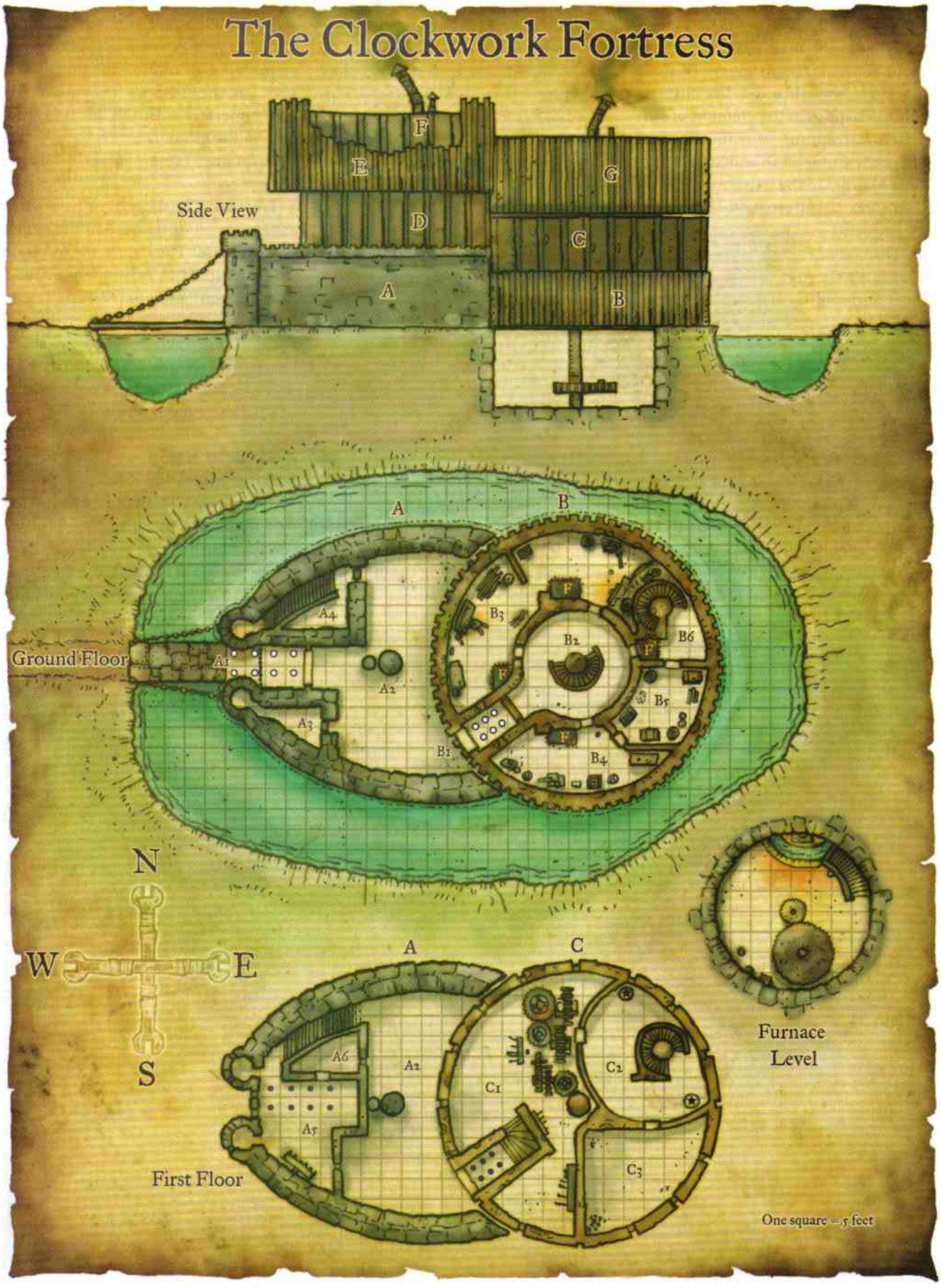
Dragonnes (2): hp 76 each; *Monster Manual* 89.

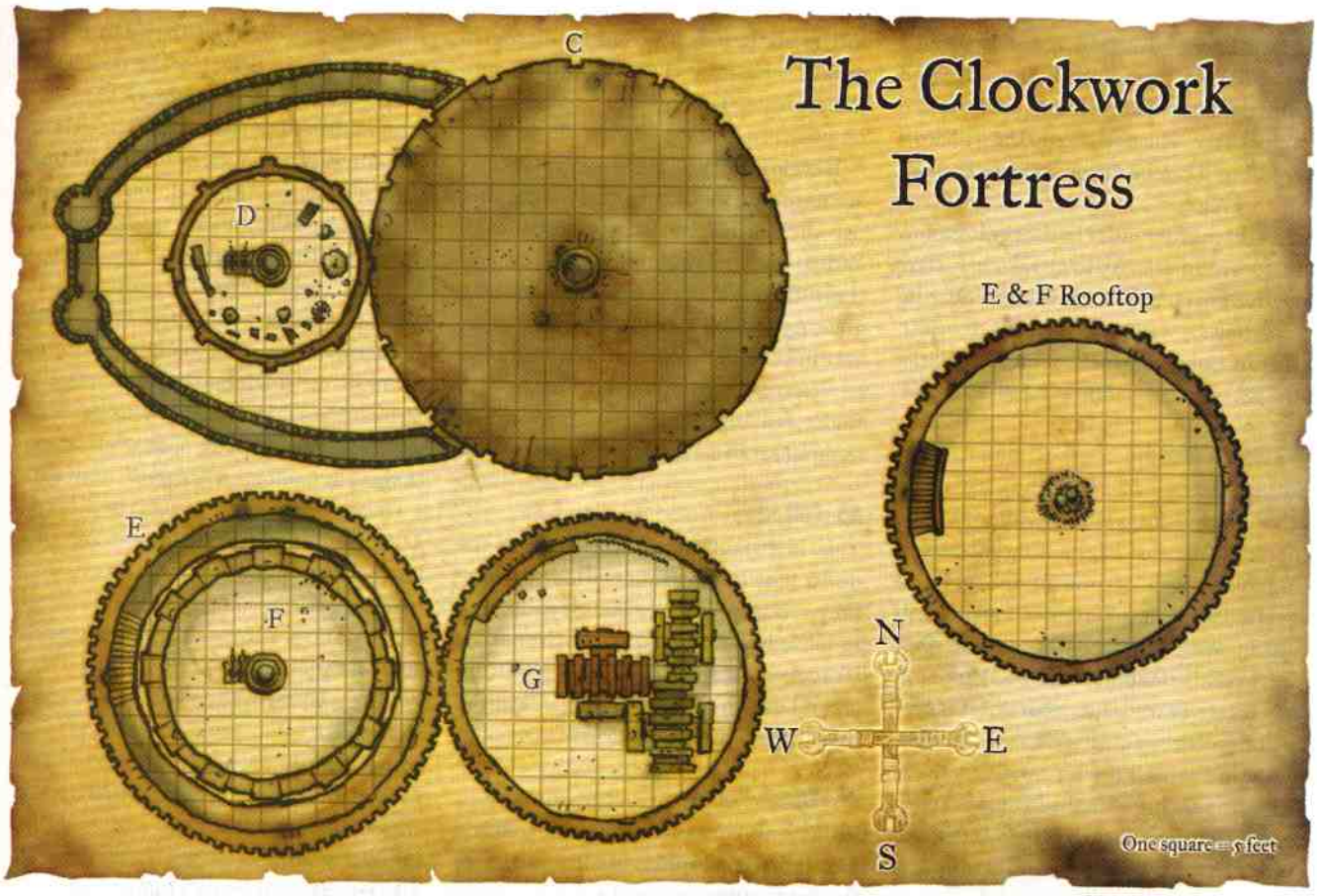
Treasure: The dragonnes have gathered a fair bit of treasure in their time nesting here. They ate a derro cleric who attempted to drive them off, and have brought some interesting "nesting materials" from the Kolbenborg ruins. These include 2,300 gp, seven opals worth 100 gp each, a scroll of *detect undead*, a *potion of owl's wisdom*, and a *rod of metal and mineral detection*.

A. The Outer Ward and Stoneworks (EL 10)

The Clockwork Fortress is surrounded by a traditional moat, and the primary entrance fitted with a 20-ft.-wide drawbridge flanked by two bastion towers. The gatehouse section features a portcullis,




The Clockwork Fortress
Side View
F
E
G
D
C
A
B
Ground Floor
A
B
A4
B3
F
B2
F
B6
A1
A2
F
B5
A3
F
B1
B4
N
W
E
S
A
C
A6
A2
C2
C1
A5
C3
First Floor
Furnace Level
One square = 5 feet



murder holes, arrow slits, and a strong metal gate. The drawbridge is normally left open and operated from the upper floor of the gate. The portcullis is always up, but the main gate is kept shut. The portcullis is visible from outside the fortress, but the gate and murder holes in the entrance passage are not. The western stone section almost connects with a brass wall in the eastern half, but a gap of about 5 inches exists between the two walls. A Small creature can slip through this gap with a DC 30 Escape Artist check.

The moat is 15 feet deep and at least 20 feet wide at all points. The surface is coated with gray-streaked water lilies and is smeared with traces of grease and oil from the various clockworks within the fortress.

Creatures: The waters of the moat that surround the Clockwork Fortress are surprisingly warm, heated by the inner workings of the fortress furnace. A dozen killer frogs (originally taken from Blackmoor) dwell in these waters. The frogs generally prey on wildlife in the surrounding region, and of late have caught more than a few derro as well. Rather than exterminate the frogs, the derro decided to give them a wide berth, figuring that they'd add a welcome layer of security to their operation. The frogs don't attack anyone who crosses the drawbridge, but anyone who approaches within 5 feet of the moat's edge (or enters the water) attracts the attention of 1d4 frogs. Killer frogs are pony-sized amphibians with long, needle-like teeth that protrude from their jaws even when they're closed. They also have long, hook-like talons on their webbed hands and feet.

Killer Frogs (12): hp 34 each; see Appendix.

A1. Drawbridge

If the derro within area **A** notice the PCs approaching, they raise the alarm and the drawbridge. Once set into motion, it takes four rounds for the drawbridge to raise and close. On the first round, anyone standing on it must make a DC 15 Balance check or fall into the moat or into the entry passage (roll 1d6; 1–4 is entry, 5–6 is moat). The bridge deck itself jerks and shudders as the chains and gears pull it up. A character may jump onto the rising drawbridge at this point with a DC 16 Jump check (or DC 32 without a running start).

On the second round, anyone still on the drawbridge must make a successful DC 5 Climb roll to hang on, as it is too vertical to stand. The moving end of the drawbridge is 12 feet high at this point, and anyone who falls drops directly into the middle of the moat.

On round three, it's a DC 22 Climb check to remain on the drawbridge. The top edge is 18 feet over the moat, with a 9-ft. gap between it and the rooftop of area **A**.

On the fourth round, the top of the drawbridge is 22 feet high and stationary. Any PC who has held on the entire distance can now step off onto the rooftop of area **A**.

Just east of the drawbridge is a metal gate, barred from within and engraved with patterns of cogs, levers, springs, and a clock face. The derro keep the gate lowered, but it can be raised by a mechanism in area **A4**.

Eight murder holes in the ceiling allow the derro in area **A5** to attack characters in the entry hall with their repeating crossbows.

Iron Gate: Hardness 10; hp 90; Break DC 28.

A2. Inner Ward

This twenty-foot-tall chamber is bordered to the east by the grinding, rotating outer wall of one of the massive gears. Two iron pillars rise floor to ceiling in the room's center—one is four feet in diameter and one is six. These pillars rotate as well. Two doors in the west wall flank the central gate. Narrow windows in the wall higher up above these doors open into smaller rooms on an upper floor overlooking the drawbridge and entry hall. Several bunks line the north and south walls, six in all.

The rotating pillars are pivots for gears **D** and **E** above. Both doors in the west wall are locked (Open Lock DC 30).

About 10 feet up on the eastern brass wall are four arrow slits, each seven inches wide, with a perfect field of fire onto the inner hall. Medium or Small creatures can climb through the narrow arrow slits with a DC 30 Escape Artist check. The clockwork horrors or dread guards shoot at intruders they can see below (see area **C**). The clockwork horrors may also fire *lightning bolts* at intruders as well.

At this point, the Forge Gear (area **B**) may have already rotated to hide the entryway, especially if the PCs made an earlier attack and failed to take the gate, or if they have allowed more than 10 minutes to elapse in their first attack. If the entrance to area **B** is sealed, it is not available again until the fortress's rotation brings it around. The Forge Gear typically makes a full rotation once every 30 minutes.

The six bunks are used by the derro guards who protect this approach into the fortress. These derro are currently on guard in area **A5**.

Development: If the derro in area **A5** are aware of the PCs in this room, they use their *sound burst* spell-like abilities and their repeating light crossbows on them through the narrow windows in areas **A5** and **A6**. If the PCs seem to make an effort to get into area **B**, all but two derro race downstairs to engage them in melee, leaving the last two to continue making ranged attacks from above.

A3. Cell

This is a small, windowless cell. If the derro take any prisoners, this is where they are imprisoned. The door is kept unlocked when there are no prisoners. If it's locked, it can be opened with a DC 30 Open Lock check, or by using one of the keys carried by Captain Mauxa.

A4. Winch Room

This room contains a large mechanical winch that can be used to raise and lower the drawbridge in area **A1**.

A5. Guardpost (EL 9)

This large chamber is clear of debris and furnishings. To the south, a large winch is set into the wall across from a single closed door in the opposite wall. To the east, a narrow window looks out into the larger chamber beyond, while to the west are two small sniper posts, each fitted with a pair of arrow slits overlooking the drawbridge and moat. Six circular murder holes in the floor allow defenders to attack anyone trying to invade via the passage below.

An elevator is built into each of the sniper posts to the west. Pressing a hidden button in the wall (DC 20 Search to find) causes the floor to rise up toward the ceiling. An aperture opens in the roof, allowing anyone to step out onto the battlements above. A second hidden button allows the elevator to descend back down to area **A5**.

Creatures: The six watchful derro tasked with guarding the fortress are stationed here. They hate fighting in sunlight, but do what they can if they notice intruders during the day. Their leader is a sorcerer named Mauxa, a foul-mouthed pyromaniac who frightens the other five derro into submission. These five (Flindel, Vergrin, Juntun, Omperello, and Yvers) give Mauxa a wide berth in combat.

Captain Mauxa **CR 6**

Female derro sorcerer 4
CE Small monstrous humanoid
Monster Manual 49
Init +4; **Senses** Listen +4, Spot –2
Languages Common, Dwarven, Undercommon

AC 18, touch 15, flat-footed 14
hp 37 (7 HD)
Immune *confusion, insanity*
SR 15
Fort +4, **Ref** +10, **Will** +12
Weakness vulnerability to sunlight

Spd 20 ft.
Melee short sword +6 (1d4/19–20)
Ranged mwk repeating light crossbow +11 (1d6/19–20)
Base Atk +5; **Grp** +1
Atk Options sneak attack +1d6
Combat Gear scroll of *bear's endurance*, scroll of *flaming sphere*, scroll of *ghoul touch*, scroll of *Tasha's hideous laughter*, *wand of fireball* (8 charges)
Spells Known (CL 4th, melee touch +6, ranged touch +10)
2nd (4/day)—*scorching ray*
1st (8/day)—*burning hands* (DC 16), *grease* (DC 16), *mage armor*
0 (6/day)—*acid splash*, *detect magic*, *mage hand*, *prestidigitation*, *read magic*, *touch of fatigue* (DC 15)
Spell-Like Abilities (CL 3rd):
At will—*darkness*, *ghost sound* (DC 15)
1/day—*daze* (DC 15), *sound burst* (DC 17)

Abilities Str 10, Dex 18, Con 15, Int 12, Wis 3, Cha 21
SQ poison use, madness, summon familiar (weasel named Pelgirankit)
Feats Alertness (as long as Pelgirankit is in arm's reach), Blind-Fight, Craft Wondrous Item, Point Blank Shot
Skills Hide +18, Knowledge (arcana) +7, Listen +4, Move Silently 6, Spellcraft +9, Spot –2
Possessions combat gear, short sword, masterwork repeating light crossbow

with 20 bolts, *amulet of natural armor +1*, 5 doses of Medium monstrous spider venom (Fort DC 12, 1d4 Str/1d4 Str), flask of alchemist's fire, keys to all doors in area **A**, key to chest in area **A6**

Derro (5): hp 16 each; *Monster Manual* 49.

Tactics: These derro each carry 3 doses of Medium monstrous spider venom, and apply it to their crossbow bolts. Indifferent guards, they are still likely to hear a killer frog attack in the moat. One derro waits in each of the sniper posts, and uses *sound burst* and poisoned crossbow bolts on anyone approaching the drawbridge. Once the PCs make it into the entry hall, all six derro fire their crossbows and any remaining *sound bursts* at the intruders through the murder holes. If the PCs make it into area **A2**, two derro use the arrow slit in this room and the one in area **A6** to continue sniping the PCs, while one of them moves to the winch in the south and prepares an action to activate the Trap.

The derro flee up through the elevators in the sniper posts if Mauxa is slain or if more than three derro fall.

Trap: Releasing the catch on the southern winch drops a 1000-pound block of stone onto the stairs leading down to area **A4**. The block can be raised via the winch, although this takes one minute of toil.

Falling Stone Block Trap: CR 7; mechanical; manual trigger; repair reset; DC 18 Reflex negates; no attack roll required (8d6+14, crush); Search (DC 25); Disable Device (DC 18).

Treasure: Each derro has 25 gp.

A6. Mauxa's Chambers

This room is outfitted with a single bunk and a large locked chest. A narrow window to the east looks out into the inner ward below.

Treasure: The chest is locked (Open Lock DC 30) and contains 2,000 gp—funds used by Mauxa to pay her derro minions.

B1. The Clockwork Gate (EL 7)

A strange door is set into the wall of this rotating gear. The door resembles a face of gears, springs, metal plates, and speaking tubes. Two eye-shaped sculptures fitted into the door look around with furtive movements.

Gear **B** completes a full rotation once every 30 minutes.

Creature: This door is a clockwork automaton peculiar to the technology of the City of the Gods. The construct is intelligent and calls itself "Door." It can speak archaic Common in a deep rumbling voice, and is quite cautious about who it allows into the keep. It typically asks questions like "Where is your escort?" or "Are you a maker?" before letting anyone in. It now interprets azer, dwarves, derro, and similarly-shaped creatures, along with all constructs, as "makers." Door can be fooled, but its Sense Motive skill and its ability to *discern lies* make doing so somewhat difficult. Door allows anyone who gives the password "seven into three" to pass without incident.

Anyone not meeting Door's standards is simply refused entry. If the PCs can't convince Door to let them in, they can use *dimension door* or similar spells to bypass it, although doing so incites its attack.

Although it functions as a gate, Door can "unfold" from its hinges to move with a sliding, rolling walk. It enjoys using bull rush to force creatures in this passage out into area **A2** or into the moat.

Door **CR 7**

Unique clockwork
N Large construct
Init +0; **Senses** Listen +1, Spot +14
Languages Archaic Common, Dwarven

AC 22, touch 9, flat-footed 22
hp 75 (10 HD); **DR** 10/bludgeoning or slashing
Immune construct traits
Fort +3, **Ref** +3, **Will** +4

Spd 10 ft. (can't run)
Melee 2 slams +19 (2d6+10)
Space 10 ft.; **Reach** 5 ft.
Base Atk +7; **Grp** +21
Atk Options Cleave, Impoved Bull Rush, Power Attack
Spell-Like Abilities (CL 10th): 3/day—*discern lies*

Abilities Str 30, Dex 10, Con —, Int 10, Wis 12, Cha 8
Feats Cleave, Improved Bull Rush, Improved Initiative, Power Attack
Skills Sense Motive +14, Spot +14

Development: If combat breaks out in here, the clockwork horrors in area **C1** can fire *lightning bolts* into the hallway through the murder holes.

B2. Central Chamber

This circular room contains a five-foot-diameter iron pillar that rotates with the rest of the fortress. Four iron doors line the chamber's walls.

A hidden flight of spiral stairs is built into the floor of this chamber—the stairs lead down to the furnace level. A cleverly hidden iris door is normally kept shut over these stairs. The iris door can be discovered with a DC 25 Search check. The door can be opened via the controls in area **B4**. Opening it manually here requires a DC 25 Disable Device check.

B3. The Forge (EL 8)

This large, C-shaped room is a smoky, cluttered mess. Numerous anvils line the walls, while sheets and rods of metal lie in tangled heaps between them. Two blasted iron and stone forges sit in the wall opposite, each large enough for a person to lie down in.

A creature that enters one of the forges takes 4d6 fire damage (DC 20 Reflex half). Worse, these forges are periodically exposed to the blistering heat of the furnace chamber below as area **B** rotates. A character inside one of the forges at this point falls 20 feet into the Furnace Level and is immediately attacked by the fire elemental that dwells therein.

Creatures: The forge area is overseen by an azer named Magder. He directs a group of four constructs known as hammerers, who toil constantly at turning iron bars into sheet metal using their massive hammer-shaped arms. The second project currently underway is the drawing of thick copper

wire from molten copper, for use in Ygrath's automatons.

HAMMERER AUTOMATON (4) **CR 4**
N Medium construct
Monster Manual II 27
Init +0; **Senses** darkvision 60 ft.; Listen –1, Spot –1
AC 21, touch 10, flat-footed 21
hp 36 (3 HD)
Immune construct traits
Fort +1, **Ref** +1, **Will** +0
Weakness unreliable
Spd 20 ft.
Melee slam +9 (2d8+10)
Base Atk +2; **Grp** +9
Abilities Str 25, Dex 11, Con —, Int —, Wis 9, Cha 4
Unreliable (Ex): At the beginning of each round in which an automaton attempts to act, roll 1d20. On a result of 11 or better, it acts normally; otherwise, it takes no action.

Magder, male azer: hp 11; *Monster Manual* 21.

B4. Azer Quarters (EL 7)

This smoky chamber seems to serve as some sort of barracks, although the iron and stone slabs that serve as beds hardly look comfortable.

Creatures: Six azers dwell in this area—one of them (Magder) can be found in area **B3**, while the others can be found here. The hardworking azers are not interested in fighting invaders. Instead, they work to keep the fortress gears and automatons in tune, and only party-initiated combat or deliberate sabotage of the fortress will anger them enough to turn against the PCs.

The azers rarely go upstairs in the fortress but frequently visit the fire elemental in the furnace room below. They know about the visiting salamanders, and they obey the derro as a way of avoiding a direct confrontation. However, they claim that their ancestors built the fortress and that the derro are "purely temporary." As long as they retain control over the forge and fire elemental, they don't really care what the derro are up to.

The azers believe that their people were the original "makers" of the fortress, and as a result they serve the needs of the fortress and its clockworks as best they can. They are friendly with all the remaining clockworks, and they understand how the gears work to generate the planar portal to Mechanus.

Uer, Haar, Onska, Viksha, and Dagma, azers (5): hp 11 each; *Monster Manual* 21.

Treasure: The azers have few treasures, and most of those were stolen from elsewhere in the stronghold. They have among them a total of 80 gp, a set of smith's tools worth 100 gp, and ingots of silver, brass, and gold worth a total of 400 gp.

B5. Storeroom

The boxes, crates, and barrels in the storage room contain both goods and provisions. The goods are metal work: nails, bracelets, simple tools, fine copper pans, and so forth, worth a total of 90 gp but rather bulky. The provisions include dried meats, beans, hardtack, resinous red wine, salted fish, millet, and oats.

B6. The Stairs Up

The entrance to this room from area **B2** contains a pit that drops into the firebox on the furnace level. For five minutes every half hour, the hole in the floor here lines up with the pit. Anyone who falls into the pit takes 1d6 points of falling damage and 3d6 points of fire damage until they escape into the surrounding chamber below.

The spiral stairs lead up to the Guards and Guests level of the fortress (area **C**).

The Furnace Level (EL 9)

The heat in this chamber is blistering. The ground is a solid layer of bedrock, and a massive set of gears and steam-powered pipes churn to the south. To the north is a billowing furnace filled with gouts of fire. Immense turbines whir and shriek as the machinery grinds away.

This level of the Clockwork Fortress contains the Great Furnace, the source of power for the forges, the steam turbines, and other clockwork evident in the place. A tremendous fire elemental fuels the furnace itself. As a bonus, the heat generated by the furnace's elemental heats the building, smelts ore, and melts metal for casting.

The temperature in this room is extreme heat—breathing air here deals 1d6 points of fire damage per minute. In addition, a character must make a Fortitude save every 5 minutes (DC 15, +1 per previous check) or take 1d4 points of nonlethal damage. Those wearing heavy clothing or armor take a –4 penalty on their saves.

The turbine here whines with a scream that makes conversation impossible; it powers an enormous, 12-foot diameter iron gear that in turn drives the axel of the Forge Gear above. It is possible to start and stop the gear train here by manipulating the turbine levers and steam and water cogs. Doing so correctly requires a DC 22 Knowledge (architecture and engineering) check. Alternately, a DC 30 Disable Device check can shut the turbine down so that it requires several hours of repair work to restart. If the turbine is deactivated, most of the upper gears grind to a halt. The upper sections (areas **E**, **F**, and **G**) derive their own power from the *Gearspring Well* and continue to move independently. If either roll to deactivate the turbine fails by 5 or more, the character accidentally releases a large cloud of scalding steam that inflicts 8d6 hp fire damage to everyone in the room (Reflex DC 18 half).

Creature: The source of the furnace's power is a greater fire elemental. It has plenty of power to heat the enormous furnace here as well as the various crucibles and turbines. Fully 36 feet tall, the elemental is constrained beneath the 15-ft.-tall stone ceiling, forming a sort of treelike shape rather than a flame standing tall. This shape constantly writhes and roars with the noise and heat of a forest fire, raging against its slavery. The elemental's black eyes follow any visitors to this room very closely, and it often throws itself against the barrier that contains it. The elemental is kept from leaving by a ring of water (which it cannot cross, and which also

feeds the steam turbine) and by the ancient sorcery of the builders, contained in a ring of rune-encrusted gold that lines the furnace side of the trough and prevents the elemental from touching or affecting the water ring. This ring functions as a *magic circle against chaos* (CL 12th).

If the party frees or kills the elemental, or otherwise causes the rotation of the gears above to cease, note that they may be trapped in the cellar with no way to turn the fortress back into a position that allows them to retreat back up the stairs. Turning the gears by sheer strength requires a DC 45 Strength check.

Greater Fire Elemental: hp 178; *Monster Manual* 99.

Treasure: The gold in the magical barrier surrounding the elemental's prison is worth 400 gp if pried loose. However, breaking it at any point along its length allows the elemental to turn the water trough to steam in two rounds, filling the entire furnace chamber with fog that reduces vision to 5 feet and provides concealment to all creatures in the room. Once that happens, the elemental can roam anywhere it wants, including over the drawbridge and out. The first thing the elemental does if it is freed is burn the nearest living creatures to ashes.

The elemental has no treasure other than a 5,000-gp diamond at the center of its confined space. It found the gem among the coal thrown to it over the centuries, and no one has dared to try to take it away.

C. The Guard and Guests Gear

This level is above the Forge Gear (area **B**), connected via the spiral stairs in areas **B6** and **C2**. It connects to the upper stonework gear level (area **D**) through stairs up to a passage that is always open at the far end. Intruders can enter this passage even when the passage looks out over the rooftop near the upper stonework gear (area **C**) or when it is simply an opening 30 feet up the fortress wall over the wall. At one time, a clockwork gate like Door (see area **B1**) sealed this passage. However, that sliding seal has become stuck with the passing years and is now just a regular door. Characters observing the rotating fortress can see this opening roughly 70% of the time.

Murder holes in this gear's entry passage look down on the entry passage of the Forge Gear (area **B**). The Guard and Guests Gear (area **C**) is rotating synchronously with the Forge Gear (area **B**), completing a full revolution once every 30 minutes.

C1. The Clockwork Gallery (EL 7)

Characters attempting to enter this room from area **C2** find the door stuck; the denizens of this room have stacked a large number of broken gears near this entrance. Since the door opens into this room, it takes a DC 25 Strength check to force it open from area **C2**.

The walls of this large, cluttered room are fitted with six arrow slits, each six inches wide, that look out into the Outer Ward or the surrounding terrain. Over two dozen heavy brass, ivory, and iron levers stand in this hall. The most notable of these is a large brass and enameled four-position lever marked with strange runes.

The runes on the large lever are in Ignan, and read "Full Speed," "Half Speed," "Slow," and "Full Stop." Half the other levers are unmarked, but some are labeled "Walk," "Forward/Reverse," "Left/Right," "Pumps 1," "Pumps 2," "Steam Clean," "Vent," and "Portal Reversal."

The Walk switch causes the fortress to move forward under its own power at a speed of 10 feet, with the Forward/Reverse lever and the Left/Right lever used to steer it. At the current time, the fortress is "rooted" in place, and cannot move until someone makes manual configuration changes to the turbine room and shifts two upper gears (stored between **D** and **E/F**) to exterior positions. These configuration changes can be performed in this room, but require a DC 35 Knowledge (architecture and engineering) check. When the fortress is in motion, it trundles slowly across the ground on large wheel-like gears, the furnace room below protruding from below in the shape of a large drill-like horn. The fortress' wheels are wide enough that it can roll over the moat with ease.

The levers labeled "Pumps 1" and "Pumps 2" are used to regulate oil and water flow throughout the fortress. Manipulating them has no immediate effects, but in the long term can affect the functionality of the gears.

The lever labeled "Steam Clean" flushes this entire chamber with steam, inflicting 8d6 fire damage to everyone in the room. A DC 18 Reflex save reduces this damage to half. The steam persists for 2d4 rounds, dealing the same damage each round.

The "Vent" lever recycles the air within the chamber, and immediately disperses any steam or ongoing gas effects (like *cloudkill*) in the chamber in one round.

The lever labeled "Portal Reversal" normally shuts down the *Gearspring Well*, but it has no effect while the *Well* is corrupted.

The unlabelled levers govern the fortress's clutch and gear ratios, changing the relative speeds of the various levels with respect to one another.

Creatures: Two spider-like constructs known as gold clockwork horrors defend the room's control levers. They hide among the room's larger clockwork, looking very much like part of the machinery and gaining a +8 circumstance bonus on their Hide checks as a result. They have been modified to load, aim, and fire heavy crossbows in addition to their normal attacks. They use their lightning against anyone other than a derro or azer who enters the room.

Gold Clockwork Horrors (2) **CR 5**
LE Small construct
Monster Manual II 47
Init +2; **Senses** darkvision 60 ft.; Listen +3, Spot +3
Languages Clockwork Horror

AC 22, touch 13, flat-footed 20
hp 54 (8 HD)
Immune electricity, construct traits
SR 18
Fort +2, **Ref** +4, **Will** +5
Weakness *shatter* causes blindness for 1d4+1 rounds

Spd 30 ft.
Melee razor saw +9 (1d10+3)
Ranged +2 *heavy crossbow* +9 (1d10+2/19–20)

Base Atk +6; **Grp** +4
Atk Options Power Attack, Improved Sunder
Special Atk *lightning bolt*

Abilities Str 14, Dex 15, Con —, Int 9, Wis 16, Cha 11
SQ linked mind
Feats Improved Sunder, Power Attack, Rapid Reload
Skills Climb +13
Possessions +2 *heavy crossbow* with 60 bolts

Lightning Bolt (Sp): Once every 2 rounds, a gold clockwork horror can generate a 5-ft.-wide, 40-ft.-long bolt of lightning that deals 6d6 electrical damage. A DC 13 Reflex save halves the damage.

Linked Mind (Ex): All clockwork horrors within 10 miles of a gold, platinum, or adamantine horror are in constant communication. If one is aware of a particular danger, they all are. If one in a particular group is not flat-footed, none of them are. No clockwork horror in such a group is considered flanked unless they all are.

Treasure: The clockwork horrors have no treasure other than their retractable crossbow limbs, which are each fitted with a +2 *heavy crossbow*. These crossbows can be cut free from the horror and used as a regular weapon with a DC 20 Disable Device check. Failure by 5 or more results in the crossbow's destruction.

C2. The Mirrored Guard Hall (EL 8)

The walls of this chamber are mirrored sheets of silvered glass, reflecting and distorting the twin statues that stand astride a flight of spiral stairs. The statues are of a dwarf with burning hair and a humanoid-shaped construct with a crown on his brow. To either side of each statue stands an archaic suit of banded mail armor.

The door to the south is always locked from within, but can be picked with a DC 30 Open Lock check. A character making a successful DC 5 Listen check at the door can hear loud voices in Ignan trading tall tales from the Elemental Plane of Fire.

Creatures: The four suits of armor are in fact constructs known as dread guards. They wait until intruders try to exit the room, ideally when their backs are turned, and then move forth to catch their foes flat-footed and flanked.

If the dread guards realize that there are intruders outside, they step up to the arrow slits and use their crossbows on any visible targets below.

Advanced Dread Guards (4) **CR 4**
N Medium construct
Monster Manual II 87
Init +0; **Senses** darkvision 60 ft.; Listen +1, Spot +14
Languages Dwarven

AC 17, touch 10, flat-footed 17
hp 75 (10 HD)
Immune construct traits
Resist cold 10, fire 10
Fort +3, **Ref** +3, **Will** +4

Spd 20 ft. (can't run)
Melee longsword +12/+7 (1d8+4/19–20)
Ranged light crossbow +7/+2 (1d8/19–20)
Base Atk +7; **Grp** +11
Atk Options Power Attack

Abilities Str 18, Dex 11, Con —, Int 6, Wis 13, Cha 2
Feats Cleave, Power Attack, Rapid Reload, Weapon Focus (longsword)
Skills Spot +14
Possessions longsword, light crossbow with 20 bolts

C3. Gambling Salamanders (EL 9)

The door to this room has a small sliding window in it, just big enough to look through. If the salamanders within hear combat in area **C2**, they use the window to watch the fight between the PCs and the dread guards and place wagers on the outcome. The door itself is barred from the inside and is difficult to open.

Creatures: The salamanders in this room are bored and miserable. They really aren't interested in fighting with anyone they meet on this plane, and are constantly cold. To pass the time, they gamble with a set of ivory cards and gemstone dice and share tall tales. Any PC visiting them and able to distract them (or willing to lose money gambling) is welcome, even if they don't share a common language. If the salamanders think the PCs are rich targets to be fleeced, they summon an azer from the Forge Gear to serve as a translator.

The salamanders have an initial attitude of indifferent. If they can be made helpful, they tell the PCs about the brass man and the lifting stair in area **D**. They refuse to leave this room or provide physical assistance to the PCs.

If the salamanders are attacked, they defend themselves. If accused of cheating (or if they catch a PC cheating), they snarl and attack as well.

Igniter, Coalbiter, and Smokeson, salamanders (3): hp 58 each; *Monster Manual* 219.

Treasure: The salamanders use a pile of gold and silver coins and a collection of gemstones as gambling tokens. The treasure is 1,990 gp and 23 gems (mostly small citrines and garnets) worth 50 gp each. They also have a set of opal-inlaid dice worth 200 gp and a full deck of inscribed cards made of specially-treated flameproof ivory (worth 2,600 gp).

Development: The salamanders are here waiting to take possession of a magical adamantine chain and shackles useful for restraining enslaved elementals and efreet. The buyer is their lord, a noble salamander named Antyress Redpick, the Caliph of Coalchester. The caliph intends to visit the fortress in about two weeks' time with his retinue to pick up his order.

D. The Upper Stonework Gear (EL 5)

This gear supports the upper transducing gears and is a dumping ground of broken automata, tools, metal ingots, finished goods, oil and grease, and other cast-off rubble. Three tiny mechanical constructs rattle around the mess, as do some mice and occasionally a lost sparrow.

The entrance to this gear is normally sealed and hidden. From outside the gear, a DC 25 Search check discovers the cleverly hidden iris-like doorway. This doorway opens automatically whenever the doorway leading into area **C1** rotates around to become flush with area **D**. This doorway remains open for 1 minute every 20 minutes.

A set of two powered chains carry metal rungs directly up through a large hole in the

ceiling providing access to the Inner Transducing Gear (area **F**) and back down. Visitors can place a foot on one of the dozens of rungs that are constantly rotating up or down, be lifted up about 12 feet or so, then jump off in the transducing gear. The lifting ladder makes a constant rattle.

Iris Door: Hardness 10; hp 60; Break DC 30.

Creatures: Among the mess here is a dangerous brass man named Steady Jaheem al-Fahrad. He is charged with keeping the waste and ruin organized so it can be sorted and recycled, but he hasn't been doing a very good job. He also serves as a guardian for the entrance to area **F** above, a job he's much better at.

If anyone other than a derro or azer visits this chamber, the brass man tells them that they "are not permitted" to use the lifting stair, "are not authorized" to touch the various tools and materials, and so forth. Whatever they ask, they are not permitted to know, touch, or do.

If Jaheem catches anyone sneaking upstairs or stealing any valuables, he raises the alarm and attacks. Likewise, if he is attacked, he raises the alarm as a free action. Doing so rings a bell upstairs that alerts the derro bodyguards in area **F**, who load their crossbows, cast *darkness* spells as needed, and come down the lifting ladder firing poisoned bolts. This should also give Ygrath time to cast *mage armor*, *shield*, and *invisibility*, and to move outside the barrier wall to the top of the trapped stairs (see area **F**).

If the doorway back to area **C** has rotated closed behind the party, Jaheem can open it to allow them onto the rooftop of area **A**. Finding the tiny trigger to open it without the brass man's help requires a DC 24 Search check.

Steady Jaheem al-Fahrad, Brass Man: hp 65; see Appendix.

Treasure: Steady Jaheem has no treasure of his own, but since this room serves as a workshop for Ygrath, there are several valuable objects hidden amongst the rubble. These tools and valuables can be found with a DC 20 Search check. The items of interest include a +2 *dagger*, a mithral spring worth 200 gp, a set of delicate tools including tiny hammers, files, weights, awls, punches, and pliers worth 1,000 gp, and a battered volume describing the "Basic Clockwork Ingines and Principles" worth 1,000 gp. Also present is a clockwork puppy named Ratter. This complex "toy" is a harmless construct that behaves in all ways as a playful living puppy. It catches mice, rats, and rabbits, and chews on trouser legs whenever it can to clean its teeth. Ratter is worth 4,000 gp.

E. Outer Transducing Gear (EL 6)

This rotating circular passageway surrounding the Inner Transducing Gear (area **F**) is uninhabited, though derro from area **A** may clamber in here from the rooftop above to escape pursuit. Three unusual features in this passageway include trapped stairs to the rooftop where the dragonnes live, a strangely engraved metal wall glowing with runes and equations, and a grinding mechanical barrier between the inner and outer portions of the transducing gear. This gear completes a full revolution once every 7 minutes.

The clockwork barrier that separates area **F** from this hallway is a two-foot-wide wall filled with clockwork pendulums, gears, cogs, and spinning blades that don't seem to follow the usual rules of such devices. They have a moderate conjuration aura and are responsible for the planar projection of the mathemagical wall (see below).

The grinding mechanical interface often opens up to reveal the chamber within. A character with a little good timing can leap through one of these gaps. The distance between the two

sections is small, but the space is cluttered with rotating beams, gears rising and falling, chains, and entire rune-encrusted wall sections, all of which make the task difficult. A successful DC 25 Tumble check means that a character gets across safely. If a character fails this check, or tries to leap through the gears without skill in Tumble, he must make a DC 20 Reflex save. Success indicates the character takes 3d6 points of crushing damage and is spit out into area **E** or area **F** (equal chance for either location). A failed Reflex save indicates the character takes 8d6 points of crushing damage and is pulled into the gearworks and ejected out of the gear into area **D** below. The gearworks can be brought to a standstill with a DC 35 Disable Device check.

The wall on the eastern section of this passageway (that section directly opposite area **G**) is unusual—it incorporates a complex series of gears and rods engraved with glowing runes written in an ancient language spoken by denizens of Mechanus. Although area **E** itself rotates, the gears and rods that make up this "mathemagical wall" do not—they gyre through the surrounding wall and remain motionless in space.

These gears were built by strange creatures from Mechanus long ago. Known as modrons, these creatures used the runes to establish a permanent route to the Material Plane. The wall creates a mechano-magical portal into the pocket dimension known as the *Gearspring Well* (area **G**), a region of planar overlap with Mechanus. When the equations on the wall are correctly read aloud, the wall section glows bright white and forms a stationary portal that leads into the *Well* for 2 rounds.

The equations are written in a series of runes that uses Draconic and the four elemental languages. A *comprehend languages* spell allows the runes to be read with ease, and a DC 30 Decipher Script check can make sense of them as well. Otherwise, the reader must be able to understand all five languages in order to solve the equations.

Once understood, the equations must be read aloud to activate the portal. This requires a DC 20 Knowledge (arcana) or Use Magic Device roll, or a DC 25 Intelligence check.

Trap: The stairs leading up to the roof flatten themselves into a chute and tip downward if anyone steps on one of several pressure plates halfway down the flight. When this occurs, anyone on the stairs must make a DC 20 Reflex save to avoid being dumped into the grinding gears below. The stairs return to normal one round later, but immediately trigger again if anything's still weighing down the pressure plates. Characters who fall into the gears take 8d6 crushing damage and 1d6 falling damage and land in area **D**.

Stair Gear Trap: CR 6; mechanical; location trigger; automatic reset; hidden switch bypass (DC 25 Search); DC 20 Reflex negates fall; no attack roll required (8d6 crush plus 1d6 falling); Search DC 18; Disable Device DC 26.

Development: If Ygrath (see area **F**) notices characters within this passageway, he abandons his work to use his spells against any targets he sees attempting to enter area **F** by leaping through the gears.

F. Inner Transducing Gear (EL 10)

This circular chamber seems to be the heart of an enormous machine, clattering with gears and belts and turning wheels all inscribed with arcane symbols. Every piece of the room moves, including the floor. A nearby section includes a whirling desk covered with papers, books, and paperweights; other areas are hidden in deep darkness. Beyond a wall of these moving parts is a gap and what seems to be an entire second room, rotating around this inner room like a shell around an inner core. Some sections of that outer ring resemble stairs and a wall of glowing writing.

The rotating floor constantly shifts, inflicting a random 5-ft. adjustment on every character at the end of their movement. A DC 20 Tumble check negates this movement. If the random movement puts a character into a square occupied by another creature, the character immediately initiates a bull rush attempt. If the random move puts a character into the surrounding wall, they must attempt to pass through the wall as detailed in area **F** above or else be swept up by the gears and churned out into area **D** below.

Ygrath and the derro within this chamber do not suffer the effects of random movement. For them, this movement is natural and predictable—in fact, their speed is increased by 10 feet in this room.

Creatures: The mad derro sorcerer Ygrath discovered a nimblewright's memory gears years ago and became so enraptured with that form of magic that he has pursued it ever since. Eventually he found and captured the Clockwork Fortress, and slowly teased apart its secrets. He has learned to control the lesser automata (though mastery of the gear golem in area **G** still eludes him) and has activated this section of the fortress, a planar travel device connected to Mechanus. Fortunately, his derro madness makes him largely immune to the effects of any other madness that his tinkering may have exposed him to.

Ygrath is a wild-haired derro wearing tight-fitting dirty gray pants, doublet, and a skullcap to avoid catching cloth or hair in any machinery. He carries his staff and repeating crossbow everywhere, as he trusts no one but his two hand-picked derro bodyguards, Liack and Vandost. They carry his orders to the azers and other derro, and expect respect from others. However, Liack and Vandost are not especially loyal to Ygrath in return; they think of him as a lovable crackpot who makes their lives easier.

YGRATH THE HOROLOGIST **CR 9**
Male derro sorcerer 8
NE Small monstrous humanoid
Monster Manual 49
Init +3; **Senses** darkvision 60 ft.; Listen –3, Spot –3
Languages Undercommon

AC 20, touch 16, flat-footed 17
hp 55 (11 HD)
Immune *confusion, insanity*
SR 15
Fort +4, **Ref** +8, **Will** +12

Weakness vulnerability to sunlight

Spd 30 ft.

Melee dagger +8/+3 (1d3/19–20)

Ranged repeating light crossbow +11/+6 (1d6/19–20 plus poison)

Base Atk +7; **Grp** +3

Atk Options sneak attack +1d6

Combat Gear *staff of fire* (13 charges)

Spells Known (CL 8th, +11 ranged touch):

4th (3/day)—*charm monster* (DC 17)

3rd (6/day)—*lightning bolt* (DC 16), *tongues*

2nd (7/day)—*fox's cunning, invisibility, levitate*

1st (7/day)—*color spray* (DC 14), *identify, mage armor**, *magic missile, shield*

0 (6/day)—*acid splash, dancing lights, daze* (DC 13), *light, mage hand, ray of frost, read magic, resistance*

*already cast once today

Spell-Like Abilities (CL 3rd):

At will—*darkness, ghost sound* (DC 13)

1/day—*daze* (DC 13), *sound burst* (DC 15)

Abilities Str 10, Dex 16, Con 14, Int 10, Wis 5, Cha 17

SQ poison use, madness, summon familiar (Ygrath currently has no familiar)

Feats Blind-Fight, Craft Magic Arms and Armor, Craft Wondrous Item, Craft Construct

Skills Craft (clockwork) +4, Craft (trapmaking) +4, Disable Device +3, Hide +17, Knowledge (arcana) +4, Knowledge (architecture and engineering) +4, Move Silently +7

Possessions combat gear, dagger, repeating light crossbow, *ring of protection +2*, viewing device (allows him to view through Door's eyes in area **B1**), 6 doses of Medium monstrous spider venom, bag of 7 orange topazes worth 400 gp each

Liack and Vandost, derro: hp 16; *Monster Manual* 49.

Treasure: The room contains a desk filled with engineering notes. A 6-inch lip of wood keeps various objects from shifting off the desktop. These objects include half-deconstructed automata, green power gems, golden memory gears, silvery mithral balance springs, and coiled shock absorbing mechanisms and actuators. The clockwork parts are worth 4,000 gp.

The derro have amassed a goodly treasure over the years, including 521 sp, 1,158 gp, 4 golden seal rings (800 gp each), an *elixir of hiding* and a *potion of cure moderate wounds*.

G. The Gearspring Well (EL 11)

The walls of this circular chamber are constantly in motion, with gears turning, chains transferring power between them, axels spinning, and globes charging with green or blue energies. A square fountain of strangely pebbled water stands at the center of the room next to an enormous, rusty humanoid statue, fully fourteen feet tall, made entirely out of gears. A collection of books, gems, and metal treasures lies neatly organized at the mechanical giant's feet.

At the far side of the chamber is a set of ghostly glowing stairs leading up. These stairs are entirely obstructed by an immobile, vertical curtain of metal blades, hair trigger spearpoints, hanging guillotines, and spring-loaded devices poised for a

festival of butchery. The entire staircase is encrusted with traps that should have already gone off, but that are somehow magically suspended in the blue glow.

Strange as it all looks, it sounds even stranger. The place is absolutly silent, save for the clicking noises from the fountain.

This chamber has three exits. The first is the mathemagical wall, which can be activated on this side in the same way as in area **E**.

The other two exits are also difficult. One is the ghostly trapped staircase, which returns the party to the Material Plane, onto the rooftop of **G**. Only constructs and creatures of the Lawful subtype can pass through the stairs without triggering the magical blades. The other exit is the fountain itself, which acts as a planar portal to Mechanus—once it has been cleansed.

The fountain isn't full of water. Rather, it consists of tiny gears, wispy-thin cables, levers, and other miniature parts moving as if they were water, sloshing and sparkling.

This fountain is the *Gearspring Well*, a collection of tens of thousands of tiny gears of brass, iron, mithral, and other metals, all of them moving in an impossibly complex set of interconnected motions. Creatures within 10 feet who look at the *Well* must make a DC 15 Will save or suffer the effect of a *hypnotic pattern* spell (caster level 15th).

Anyone who successfully saves against the *Well's* hypnotic effect and makes a DC 20 Knowledge (arcana or the planes) check can tell that the *Well* is contaminated by a fragment of raw chaos. This foreign influence can also be detected with a *detect chaos* spell, and appears as a black stain within the *Well*. A DC 15 Search check detects the spot but doesn't reveal what it is. This blot of chaos must be removed for the *Well* to function properly once again.

There are multiple ways that the chaos in the *Well* can be removed:

- A cleric with access to the Law domain can banish the chaos from the *Well* with a successful turning or rebuking check against a 9-HD target.
- The books at the gear golem's feet contain information about the gearworks in this chamber. A study of these books (requiring 8 hours and a DC 25 Knowledge [arcana] check) reveals that it may be possible to recalibrate the *Gearspring Well* physically—in effect, using the *Well* to clean itself. This requires a DC 32 Disable Device check.
- The following spells remove the taint of chaos if any of them are cast upon the *Well*: *dismissal* (if successful), *dispel chaos*, *dispel magic* (if successful), *magic circle against chaos* (focused inward), or any 3rd-level or higher spell with the Light descriptor. The magic of the taint functions at caster level 12th.

If the chaos in the *Gearspring Well* is cleansed, it is not destroyed. Rather, it is shunted into physicality in this very room, in the form of a tremendously angry green slaad.

Creatures: The statue made of gears is in fact an unusual construct known as a gear golem. Largely shut down, the gear golem is in hibernation while awaiting visitors. It can be awakened by interrupting its view of the *Gearspring Well*, by releasing the slaad from the *Well*, or by stealing its treasures. In each case, the golem awakens in three rounds, gears slowly spinning up and bellows pumping louder until finally the lights in his eyes flicker to life. When awake, the golem collects the memory gears, clockwork springs, and other mechano-magical items that occasionally seep out of the *Well*. Before the current troubles, it also helped visiting modrons, inevitables, brass men, nimblewrights, and other creatures pass through the *Well* to and from the plane of Mechanus.

Once awakened, the gear golem attacks anyone it sees, but if the green slaad has been released from the *Gearspring Well*, it focuses its attacks on the slaad.

Many years ago a green slaad named Syellac thought it was being very clever when it convinced its friends to invade the town of Kolbenborg. Despite some inept bungling, the slaad raid went fairly well, combined as it was with the power of a magic sword named *Whisper*. Through a series of improbable accidents, the green slaad and the sword (a source of raw chaos) entered the orderly waters of the *Gearspring Well*. Surrounded by planar forces they could not control, the weapon and the slaad became trapped and have been unable to escape the planar vortex. The *Well* could no longer create new clockwork creatures; instead it infected all the clockwork creatures living near it with gear madness.

Once freed, the slaad gleefully tries to destroy the fortress and the creatures of Law. In its mind, little time has passed, and it wants to destroy the party first and then all the orderly clockworks it can find.

GEAR GOLEM **CR 10**

N Large construct
Urban Arcana 218
Init –1; **Senses** darkvision 60 ft.; Listen +0, Spot +0

AC 30, touch 8, flat-footed 30
hp 129 (18 HD)
Immune magic immunity, construct traits
Fort +6, **Ref** +5, **Will** +6

Spd 20 ft. (can't run)
Melee 2 slams +18 (1d8+6)
Space 10 ft.; **Reach** 10 ft.
Base Atk +13; **Grp** +23
Atk Options improved grab
Special Atk gear grind

Abilities Str 23, Dex 9, Con —, Int —, Wis 11, Cha 1
SQ detonate

Gear Grind (Ex): If the gear golem successfully grapples a creature smaller than itself, it grinds the creature with its spinning gears for 4d8 points of slashing damage each round the grapple is maintained (including the round in which the grapple is first achieved).

Detonate (Ex): When a gear golem is reduced to 0 or fewer hit points, it explodes in a 20-foot-radius burst of serrated gears and shrapnel. The explosion deals 12d8 points of slashing damage to creatures caught in the radius; a DC 19 Reflex save halves the damage.

Magic Immunity (Ex): A gear golem is immune to all spells, spell-like abilities, and supernatural effects, except as follows. An electricity effect slows it (as the *slow* spell) for 3 rounds, with no saving throw. A fire effect breaks any slow effect on the golem and cures it 1 point of damage for each 3 points of damage it would otherwise deal.

SYELLAC TOADSPEW **CR 10**

Male elite green slaad
CN Large outsider (chaotic, extraplanar)
Monster Manual 230
Init +7; **Senses** darkvision 60 ft.; Listen +11, Spot +11
Languages Common, Slaad

AC 25, touch 12, flat-footed 22
hp 85 (9 HD); fast healing 5
Immune sonic
Resist acid 5, cold 5, electricity 5, fire 5
Fort +11, **Ref** +9, **Will** +5

Spd 30 ft.
Melee *Whisper* +17/+12 (1d10+9/19–20)
claw +14 (1d6+8) and
bite +14 (2d8+4)
Space 10 ft.; **Reach** 10 ft.
Base Atk +9; **Grp** +21
Atk Options Power Attack
Special Atk *summon slaad*
Spell-Like Abilities (CL 9th):
At will—*chaos hammer* (DC 16), *detect magic*, *detect thoughts* (DC 14), *fear* (DC 16), *protection from law*, *see invisibility*, *shatter* (DC 14)
3/day—*dispel law* (DC 17), *deeper darkness*, *fireball* (DC 15)

Abilities Str 27, Dex 17, Con 21, Int 10, Wis 8, Cha 14
SQ change shape
Feats Exotic Weapon (bastard sword), Improved Initiative, Multiattack, Power Attack
Skills Climb +20, Concentration +11, Hide +11, Jump +20, Listen +11, Move Silently +15, Search +12, Spot +11, Survival +5 (+7 following tracks)
Possessions *Whisper* (+1 *anarchic bastard sword*)

Trap: Stepping onto the ghostly staircase causes the traps around it to spring into life. The gear golem can disable the blades at will. The gear golem does so if the party successfully heals the *Gearspring Well*.

Spring-Loaded Staircase Trap: CR 8; magical; location trigger; automatic reset; DC 26 Reflex halves; no attack roll required (15d6 piercing damage); Search DC 10; Disable Device DC 30.

Treasure: A small pile of books and clockwork treasures are neatly stacked and organized by type, size, and date of creation. These items are rather difficult to evaluate, requiring DC 20 Appraise checks to price, and include 12 blank memory gears worth 100 gp each, six uncharged animating spirit gems (worth 500 gp each just as sapphires), eight everwound springs (worth 60 gp each as mechanical curiosities), and 21 light-sensing *arcane eye* crystals (which require the application of an *arcane eye* spell to make them fully functional as clockwork eyeballs, but are worth 25 gp each just as semi-precious stones).

The books include treatises on optics, legal codes, authorization documents and transit passes, permission slips for various departments, modron building permits, engineering diagrams for automatons, planar doorway schedules, dues and enrollment forms for the Fraternity of Order faction of the city of Sigil, and so on. There's also a copy of The Jewelers and Brassworkers Guild book here, if the party does not already have a copy (see "Starting the Adventure"). As a collection, the books are worth 5,000 gp.

CONCLUDING THE ADVENTURE

If the players purify the link to the plane of Mechanus, the *Gearspring Well* again functions normally, and clockwork creatures can again be created from the *Well's* parts without fear of gear madness, chaos, and decay. Furthermore, the nimblewrights and other automata are restored to sanity, serving only peaceful ends—or at least, no longer obeying the commands of the derro and other outsiders.

If the party arrived at the request of the Clockwork Prince, the nimblewright senses the change in the *Gearspring Well* and seeks out the party as quickly as he can to reward them each with a 5,000-gp emerald, plus (if they accept) a minor mechanical servant such as a brass man or hammerer automaton.

The party may choose to go through the *Gearspring Well* into the plane of Mechanus (or whatever other doorway the DM determines might make a good follow-up adventure), or they may decide that, having mastered the fortress, they now wish to restore the clockworks of New Kolbenborg. The city, however, is not especially grateful to its rescuers.

Within a few months, the city itself has grown to include three new nimblewrights and a hundred new clockworks, including silvery warriors made of empty suits of armor (dread guards), flying versions of the same, dozens of brass men, and mining clockworks that resemble giant mechanical dire weasels. If the DM

SCALING THE ADVENTURE

"The Clockwork Fortress" is designed for a group of four 8th-level characters, but with a little work it can be adapted for use by 6th–7th-level characters or 9th–10th-level characters. Simply adjust all NPC character levels up or down as appropriate by a number equal to that which the average party level of your group deviates from 8.

6th–7th-level parties: Reduce the number of dragonnes encountered on the rooftops to one, and the number of killer frogs in the moat to 6 or 8. Remove 1 or 2 of the hammerer automatons, one of the advanced dread guards, one of the gold clockwork horrors, and one of the salamanders. Replace the gear golem with a gargantuan animated object made out of a collection of gears.

9th–10th-level parties: Advance each of the dragonnes on the rooftops and the killer frogs in the moat by 3 Hit Dice. Increase the difficulty of navigating the chambers in the moving parts of the clockwork fortress to be similar to the effects in area **F**. Add a second door construct to the exit from area **C1**. Advance the gold clockwork horrors by 4–6 Hit Dice. Give each of the salamanders in area **C3** 2–4 levels of rogue. Give Steady Jaheem al-Fahrad and Syellac Toadspew 1–2 levels of fighter.

has access to *Dragon* magazine #258 and 270, the city has become a machine cyst, and the use of sheen foes from "Mage vs. Machine" and "Revenge of the Sheens" is encouraged.

A noble salamander may take up permanent residence as an ambassador from the plane of Elemental Fire and seeks to turn the clockworks of the city into his slaves. In particular, he hopes to kill the Clockwork Prince and seize the fortress for himself.

Once the *Gearspring Well* is restored, the city slowly recovers, regardless of who rules. The brass men and nimblewrights constantly create new clockwork inhabitants to replace the fallen. The opportunity for plunder is limited; treasures taken from the city are inevitably sought by clockwork guardians who attempt to take them back. Even if the theft is not seen, it is noted. Those who steal from Kolbenborg would do well to put as much distance between themselves and the city as possible.

APPENDIX: NEW MONSTERS

Brass Man

Medium Construct (Fire)
Hit Dice: 7d10+20 (58 hp)
Initiative: +0
Speed: 20 feet
Armor Class: 17, touch 10, flat-footed 17
Base Attack/Grapple: +5/+11
Attack: Slam +10 melee (1d6+6 plus 1d6 fire)
Full Attack: 2 slams +10 melee (1d6+6 plus 1d6 fire)
Space/Reach: 5 ft./5 ft.
Special Attacks: Heat, ignite
Special Qualities: Construct traits, darkvision 60 ft., flatten, low-light vision, immune to fire, vulnerability to cold
Saving Throws: Fort +2, Ref +2, Will +2
Abilities: Str 22, Dex 10, Con —, Int 6, Wis 10, Cha 12
Skills: Listen +7, Spot +7
Feats: Alertness, Improved Bull Rush, Power Attack, Two-Weapon Fighting[B]
Environment: Any
Organization: Solitary, pair, or patrol (3–12)
Challenge Rating: 5
Treasure: Standard
Alignment: Always neutral
Advancement: 8–11 HD (Medium), 12–15 HD (Large), 16–21 HD (Huge)

This creature appears to be a humanoid-shaped statue of brass, copper, and bronze. Its fists glow and smolder with heat.

A brass man's body consists of metallic plates and cunningly constructed hidden weights, levers, and clockwork gears, all of which are imbued with powerful animating magic. They are most common in the far western Flaness, especially the Caliphate of Ekbir and the Sultanate of Zeif, where they are sometimes called copper automatons.

Brass men are built with artifice and skill, and they reflect their maker's whims. Some are tall and long-legged, others short and stocky, but they all share the same blank eyes and corroding surfaces. Their metal plates are sometimes embellished with silver or golden inlays (sometimes worth up to 500 gp). They are usually sculpted to resemble warriors in armor, but they may just as easily look like nobles, peasants, or even humanoid monsters.

Slow but limber, their movements are regulated by the orders given to them by their creators. Their mechanical limbs respond quickly and powerfully, and their articulation is almost as good as a human's—their fingers can grasp, their waists can bend, and their walk is even, if not quite as fast as a human's.

A brass man stands 6 feet in height and weighs 650 pounds.

Combat

A brass man fights with minimal tactics; two or more may attempt to surround or flank an opponent, but that is the depth of their cunning.

Brass men are proficient with all simple and martial weapons, and some powerful creators give their creations magical weaponry. They often wield matched sets of scimitars, maces, or axes. Metal weapons grow hot after three rounds, and inflict an additional 1d6 points of fire damage on a hit. Wooden weapons burn to ashes after six rounds of use.

Heat (Su): After a single round of combat, a brass man's fists glow from internal heat and their powerful blows inflict an additional 1d6 fire damage.

Ignite (Ex): When attacking flammable material with its heated fists or weapons, it may set fire to that material. The target creature is entitled to a DC 14 Reflex save to avoid catching fire. If it does catch fire, the flames can be put out as a full-round action. Until the flames are extinguished, the target suffers 1d6 points of fire damage each round.

Flatten (Ex): When a brass man critically hits a target, the victim must make a DC 17 Fortitude save. If the save fails, the target is stunned for one round and knocked prone by the force of the blow.

Construction

The secret of creating brass men is said to have been given to humans by the efreet, who hoped that in time the brass men could take control of the humans and help the efreet rule the human lands from their City of Brass. The seclusion of brass men from most human lands has foiled this plan.

Brass men are the creations of wizards, sorcerers, engineers and artificers. They require intricate, clocklike gears interwoven with magic spells to create creatures more mobile and less awkward than golems. The secrets of their construction are known only to a few, and they are reluctant to share this knowledge. It requires an arcane caster of at least 9th level with the Craft Construct feat and a minimum of 20,000 gp to create a brass man. The process takes two months and involves the use of magma, copper ore, tin, iron, and brass gearing, lead counterweights and mithral balance springs, and least a single large 1,000-gp diamond or ruby as the source of the automaton's magical heat channels. Creating the body requires a DC 20 Craft (clockwork) check.

CL 11th; Craft Construct, *burning hands, geas/quest, grease*; Price 20,000 gp; Cost 10,000 gp + 400 XP.

Killer Frog

Medium Animal
Hit Dice: 4d8+16 (34 hp)
Initiative: +1
Speed: 30 feet, swim 40 ft.

Armor Class: 15, touch 11, flat-footed 14
Base Attack/Grapple: +3/+6
Attack: Claw +7 melee (1d6+3)
Full Attack: 2 claws +7 melee (1d6+3) and bite +2 melee (1d8+1) or tongue +7 melee (grapple)
Space/Reach: 5 ft./5 ft. (15 ft. with tongue)
Special Attacks: Improved grab, swallow whole, tongue
Special Qualities: Hold breath, low-light vision
Saving Throws: Fort +8, Ref +5, Will +1
Abilities: Str 16, Dex 12, Con 18, Int 1, Wis 10, Cha 10
Skills: Hide +11, Jump +11, Listen +3, Move Silently +3, Spot +4, Swim +11
Feats: Stealthy, Weapon Focus (claws)
Environment: Temperate marsh
Organization: Solitary, pair, or cluster (3–12)
Challenge Rating: 3
Treasure: None
Alignment: Always neutral
Advancement: 5–6 HD (Medium), 7–12 (Large), 13–24 HD (Huge)

This sleek green frog has bulging red eyes and taloned claws. Its visage is a hungry grimace of dozens of sharp fangs that protrude over its lips even when its mouth is closed.

Killer frogs are carnivorous amphibians that are extremely territorial. Their croaking and warbling is thunderously deep and full of menace.

A killer frog is 5 feet long and weighs 180 pounds.

Combat

A killer frog typically opens combat by using its tongue to attempt to grapple any Small or smaller enemies. It has little fear and won't hesitate to close to melee with anything that looks remotely edible.

Improved Grab (Ex): To use this ability, a killer frog must hit with its bite or tongue attack. It can then attempt to start a grapple as a free action without provoking an attack of opportunity. If it wins the grapple check, it establishes a hold and can attempt to swallow the foe in the following round.

Swallow Whole (Ex): A killer frog can try to swallow a grabbed opponent of up to one size smaller by making a successful grapple check. Once inside, the opponent takes 1d6+3 points of bludgeoning damage plus 1d4 points of acid damage per round from the frog's digestive juices. A swallowed creature can cut its way out using a light slashing or piercing weapon by dealing 5 points of damage to the frog's digestive tract (AC 11). Once a creature exits, muscular action closes the hole; another swallowed opponent must cut its own way out.

A Medium killer frog's gut can hold 1 Small, 2 Tiny, 4 Diminutive, or 8 Fine or smaller opponents.

Tongue (Ex): As a standard action, a killer frog may attack a foe up to 15 feet away with its tongue. If it hits, it deals no damage but immediately makes a grapple check (see Improved Grab above). A killer frog is not considered to be grappling a foe if it uses its tongue to grapple. Once it grapples a foe, the frog can drag him into its square if the creature isn't too heavy (a standard killer frog can pull 230 pounds in this manner) whereupon it can immediately make a free bite attack against the foe, gaining a +2 circumstance bonus on its attack roll.

A killer frog's tongue has AC 13, and can be severed if it takes 5 points of slashing damage. The tongue regrows in one day.

Hold Breath (Ex): A killer frog can hold its breath for a number of rounds equal to four times its Constitution score before it risks drowning (see page 304 of the *Dungeon Master's Guide*).

Skills: A killer frog gains a +8 racial bonus on all Hide and Jump checks. It also has a +8 racial bonus on any Swim check to perform some special action or avoid a hazard. It can always choose to take 10 on a Swim check, even if distracted or endangered. It can use the run action while swimming, provided it swims in a straight line.

Wolfgang Baur lives in Seattle and dreams about monkeys. He is a former editor of Dungeon. *"The Clockwork Fortress" marks his eighth adventure in these pages.*

The Clockwork Fortress was playtested by Edward Albert, Eric Anderson, Sean Payne, Clint J Goldschmidt, Adam Roy, Arthur Roy, Kate Horsley, Sean O'Connor, Dennis Serra, Robert Evans, Ed Dimmick, Ken Mather, Dave Wilson, Ezra Glenn, Alex Hayes, Jake Schachter, Jason Mical, Anne Trent, Sigfried Trent, and Stan!

THE PORTENT BY PETER BERGTING

MY NEW GIRLFRIEND -- LOLLO THE GIANT -- SENT ME A TEXT MESSAGE AND I AM TRYING TO REPLY TO IT BUT THE BLASTED PHONE KEEPS GUESSING WORDS FOR ME!
JUMBLED POODLES GATHER IN...
GAAHH! DELETE! DELETE! DELETE!
TWENTY GOLDFISH MINGLE...
FNRR! FINGERS TOO THICK! CAN'T! MUST! ARGH!
DEAR LOLLO! I'D LOVE TO STUFF BLOATED MIDGETS UP MUMS KILLER SIDEBURNS FINALLY TO KOBOLD THE RESURRECTED MUSHROOM MESSENGER OF MR. TENTACLES. FNR. GLMP NOODLEHOUSE MYSTERY MEAT TEEHEEHEEHEE-HEE...
OH DEAR, HE'S GONE MAD!

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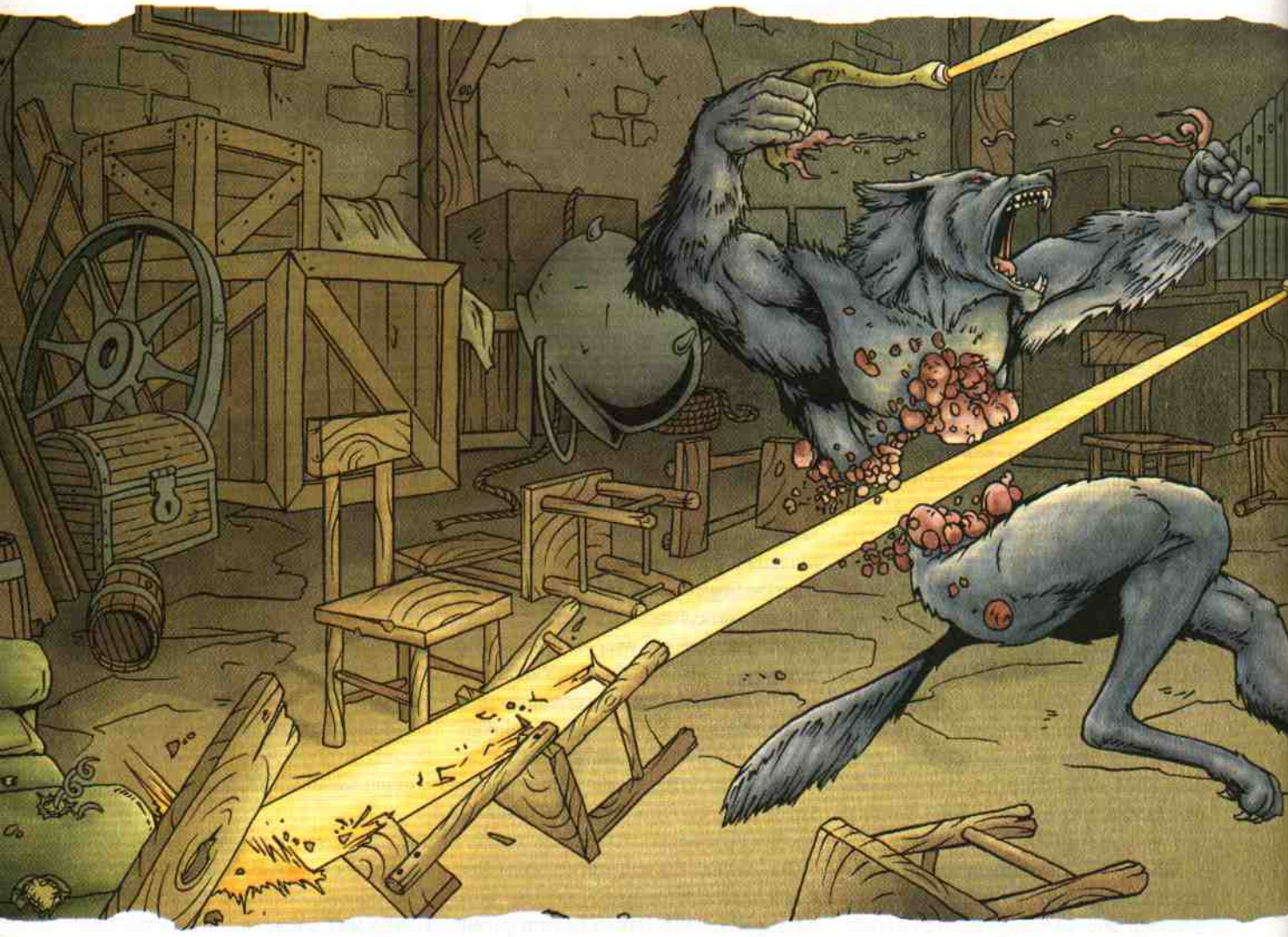
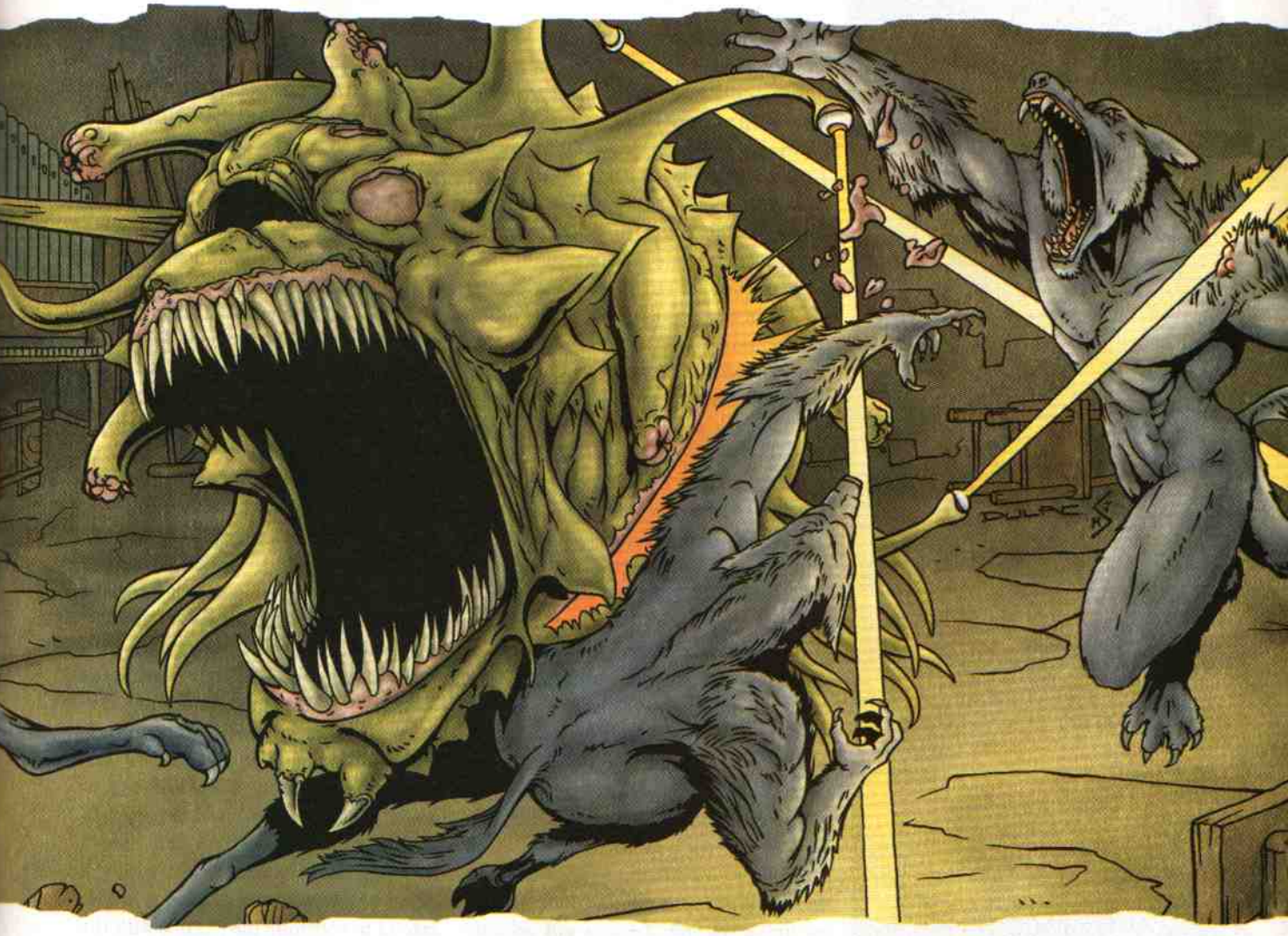


VAMPIRES OF WATERDEEP: PART ONE

BLOOD OF MALAR

BY ERIC L. BOYD
BY CHAD DU LAC & MIKE SCHLEY
BY ROBERT LAZZARETTI
FORGOTTEN REALMS, HIGH-LEVEL (13TH–20TH), URBAN & DUNGEON CRAWL



What begins as a stakeout of a highborn drug dealer suddenly transforms into a High Hunt of the Beastlord that rages out of control through the streets and sewers of Waterdeep's North Ward district. The conflict sparks a proxy war between two powerful vampires for control of the city's "cattle."

"Blood of Malar" is part one of the Vampires of Waterdeep Campaign Arc. Set in the city of Waterdeep in the FORGOTTEN REALMS campaign setting, it is appropriate for a party of four 13th-level adventurers, scaleable for levels 12–15.

Waterdeep is detailed fully in *City of Splendors: Waterdeep*, but that supplement is not required to run this adventure. Parenthetical references such as "Spires of the Morning (C1)" refer to the map key found in that supplement for Dungeon Masters wishing to employ the adventure in conjunction with that setting.

Adventure Background

Huntmistress Dhusarra yr Fadila el Abhuk is a Calishite-born free-willed vampire who haunts the depths of Undermountain, the great dungeon that lies beneath the City of Splendors. Dhusarra, a devout follower of Malar the Beastlord, has decided to observe her faith's requirement of a seasonal "High Hunt" in a vampire's natural hunting ground: a bustling, crowded city. In preparation for the High Hunt, Dhusarra has assembled a pack of vampire werewolves and told them that Lord Orlpar Husteem, a foppish noble and sometime drug dealer, is the prey.

As the adventure begins, Dhusarra has arranged to meet Lord Orlpar at his usual hangout, a North Ward tavern called the Grinning Lion. Orlpar believes Dhusarra to be a new client for a recently obtained stash of bloodroot, a drug that is highly addictive to vampires. Dhusarra has no intention of going through with the transaction; she plans to give Orlpar a public word of warning, intone a grim blessing to Malar, and then unleash her pack of slavering wolfspawn.

Although this adventure can be run by itself, it also serves as the first chapter in the Vampires of Waterdeep Campaign Arc. If you choose to employ all three adventures, then Dhusarra has a hidden motive in staging a High Hunt within the walls of Waterdeep. The Huntmistress has long suspected that her former master, Noreyth Harpell, provoked the ire of another master vampire by poaching on his turf. Ever since a party of adventures destroyed her former

The Beastlord's High Hunts

By Malar's command, every hunt (religious community) of worshipers must celebrate at least one High Hunt in each of the four seasons of the year. A High Hunt is a sporting event attended by all Malarite clergy members able to walk. They wear boots and headpieces made from the skulls or heads of beasts they have personally slain, and each wields only a single knife or *claws of Malar*. Their quarry—a sentient humanoid, usually a human male—is set free in a wooded area (or extensive cavern complex if necessary) ringed by Malarite clergy members. The quarry is armed and armored with all the nonmagical items he desires that can reasonably be obtained, then hunted to death for the glory of Malar. However, if the prey escapes the boundaries of the hunt or survives until the sun has cleared the horizon on the morning after the hunt begins, he wins his freedom, can never be so hunted again, and can ask any boon of the Huntmistress that is within her power and does not involve killing a Malarite.

Dhusarra's High Hunt does not wholly conform to these strictures. She is staging the High Hunt within a city, usually considered anathema to the Beastlord, and she is the only Malarite clergy member in attendance, although the wolfspawn pack members are all worshipers of the Beastlord.

Although pleased and intrigued by Dhusarra's boldness, the Beastlord does not generally reward changes to the rituals by which he is venerated. Thus, Malar has introduced a wrinkle that neither Dhusarra nor her unseen foe anticipated. For the duration of this High Hunt, neither Dhusarra nor her prey can leave the City of Splendors by any means short of divine intervention more powerful than the will of the Beastlord. As a result, Dhusarra cannot retreat, tactically or otherwise, to Undermountain, as she has long planned to do if things go awry. Furthermore, Malar is allowing the High Hunt to go on indefinitely, without the usual limitation of one day and one night. This means neither Dhusarra nor Lord Orlpar can leave the city until one or the other is permanently destroyed and, if you plan to play the entire Vampires of Waterdeep trilogy, neither Dhusarra nor her unseen rival the Baron of Blood can depart the city until one of them is permanently destroyed as well.

master years before, the Huntmistress has sought to remove her unseen rival and claim his hunting preserve—the City of Splendors—for her own.

After years of preparation, Dhusarra has finally put her plot into motion, throwing down the gauntlet to the hidden vampire. Her attack on Lord Orlpar Husteem is a feint, the first battle in the war against the real target of her High Hunt. The brazen attack on her opponent's turf should be provocation enough, but Dhusarra also suspects that Lord Orlpar is supplying her unseen foe with bloodroot. By interrupting her foe's supply of bloodroot, Dhusarra hopes to provoke a rash response that she can then exploit.

Dhusarra's unseen foe, and the true target of her High Hunt, is Artor Morlin, the Baron of Blood. A powerful vampire, he has long claimed the City of Splendors as his exclusive hunting preserve, destroying any vampire who dares poach in his domain. Artor avoids the dungeons of Undermountain, believing (correctly) that the mad wizard Halaster would take advantage of any visit on his part to trap him in the depths below.

Artor is well aware that Dhusarra exists. He was behind the attack that destroyed Noreyth, and since then he has been patiently waiting for a chance to finish the job. Artor is not actually addicted to bloodroot; his purchases through Lord Orlpar are an expensive decoy, suggesting a weakness that does not really exist. Artor uses Lord Orlpar as his supplier, knowing that Orlpar relies on Unger Farshal, proprietor of the Grinning Lion and drug runner between the markets of Skullport and Waterdeep proper, as his source. Artor suspected that Dhusarra would eventually uncover the nature of Unger's shipments and the connection between Unger and Lord Orlpar and deduce that the bloodroot was going to a vampire addict active in Waterdeep. The Baron of Blood has contacts with the Order of the Aster, the Church of Loviatar, and the Shadow Thieves, and he indirectly alerted them to the sale of bloodroot once his agent spotted Dhusarra's agents observing the business dealings of Lord Orlpar and Unger at the Grinning Lion. Having lured Dhusarra out of Undermountain, Artor now intends to place the PCs in her path, trusting that the adventurers will act predictably and try to destroy her.

Adventure Synopsis

The adventure begins in the Grinning Lion tavern, as the adventurers watch a confident Lord Orlpar wait for his new client. Instead of the expected transaction, a vampire high priestess of the Beastlord proclaims the start of a High Hunt.

Orlpar makes a mad dash for sanctuary, using the sewers to reach the cellar of his residence. Meanwhile, the tavern erupts into chaos as several patrons transform into a pack of slavering wolfspawn and give chase, with the PCs in close pursuit. If he makes it that far, Orlpar claims sanctuary in the upper levels of Huntinghall while his minions attempt to hold off the attackers in the cellar below.

If Dhusarra and her wolfspawn pack survive, the heroes must search the Spires of the Morning temple, the Grinning Lion tavern, Orlpar's residence, and a business called Hendever's Coffins and Coffers for their lair. Meanwhile, Dhusarra continues to seek Orlpar's destruction (and possibly Artor's as well). The adventure ends with the death of Dhusarra or Orlpar or (if you intend to continue the trilogy) with the PCs on the trail of Artor, whether Dhusarra survives or not.

Adventure Hooks

You can use the adventure hooks below to introduce this adventure to your players, but if the adventurers are in the North Ward's Grinning Lion tavern when Dhusarra begins her High Hunt they might simply be drawn in by chance.

- Corinna Lathankin (LG female half-moon elf wizard 3/cleric 3/mystic theurge 10 [Lathander]), a noted vampire slayer and a prominent leader of the Order of the Aster (a militaristic organization in service to the Church of Lathander), invites the heroes to a private meeting at the Spires of the Morning. She tells the heroes that she has learned that a reputed drug dealer, Lord Orlpar Husteem, has recently come into possession

of a large quantity of bloodroot. Despite her efforts to involve the Order of the Aster, Corinna's superiors are skeptical that there's more to this than a simple drug deal involving a scion of a prominent noble family and are inclined to leave the policing of the city to the watch. Corinna asks the heroes to stake out the Grinning Lion, Lord Orlpar's usual haunt, and attempt to figure out who is buying the bloodroot and why.

- Lord Orbos Husteem (LE male Chondathan human aristocrat 7), elder brother of Lord Orlpar and patriarch of House Husteem, has long kept an eye on his wastrel brother's activities, fearing a scandal that could ruin his mercantile interests. His agents have learned of an imminent transaction involving his brother and large amounts of a new drug. Lord Orbos hires the adventurers to stake out the Grinning Lion, where his brother contracts all his business. Lord Orbos wants the heroes to keep his brother safe and, more importantly, protect his family's reputation if something goes wrong.
- Although he began as a fence for stolen goods, Lord Orlpar has, in recent years, become one of Waterdeep's more prominent drug dealers. He has all but cornered the market on haunspeir, mordayn powder, and tekkil, thanks in large part to a quiet alliance with the Xanathar Thieves' Guild. The Shadow Thieves, long exiled from Waterdeep, seek to undermine Xanathar's activities without precipitating a wholesale guild war. An agent of the Shadow Thieves passes on a rumor that a well-known foe of the PCs (pick one from a previous adventure who escaped) has been seen in the Grinning Lion making inquiries about getting in touch with Lord Orlpar Husteem, a suspected drug dealer. The rumor is a complete fabrication, but it should serve to get the PCs to the Grinning Lion and in position to observe the beginning of the High Hunt.

CHAPTER ONE: THE HUNT BEGINS

Tucked away inside a block of homes and businesses in Waterdeep's North Ward, the Grinning Lion (N56) is as raucous as taverns get in North Ward. An old joke claims the Riven Shield shop (T4) sends the tavern shields that are beyond repair to hang on the walls, and the entire place is adorned with fake battle trophies from across Faerûn.

Male and female dancers in fantastically styled mock armor sway and pirouette among the tables to the loud music. Well-dressed nobles and simpering servants crowd the tavern, carefully eyed by watchful bouncers positioned at the edge of the crowd. Broken weapons and armor adorn the walls. Across the room, waiters are delivering steaming plates of fried onions and eels, along with large pitchers of wine and zzar.

Creatures: On a typical night, the patrons are 1st- to 4th-level aristocrats, accompanied by their 1st-level-fighter bodyguards. The dancers are 1st- or 2nd-level experts, the bouncers are 1st- to 3rd-level warriors, and the servers and barkeeps are 1st- or 2nd- level commoners. All told, there should be 1d20+10 individuals in the Grinning Lion at the time of Dhusarra's challenge. Additionally, the following NPCs are in the tavern when the hunt begins.

Unger Farshal (male Tethyrian human fighter 8): Unger is the bald, close-mouthed, sinister proprietor of the Grinning Lion tavern. Secretly he is a courier for the Two-Cities Consortium, ferrying drugs between Skullport and Waterdeep on a weekly basis by way of the Fireplace Level and the Dungeon of the Crypt (see the next two installments in the Vampires of Waterdeep Campaign Arc for more information on these locations). Unger has been known to conceal contraband for a short time in exchange for exorbitant fees, stashing it in the few rooms of the

Bloodroot

Description: Bloodroot is the root of a little-known plant found only in the Mhair Jungles. Highly addictive to vampires, it heightens the taste of blood. Small amounts are worth thousands of gold pieces in the underworld of major cities across Faerûn.
Type: Ingested DC 15.
Initial Effect: User is dazed for 1 round.
Secondary Effect: Living imbibers gain a +2 alchemical bonus to Constitution for 1d4 rounds. Vampires gain a +4 alchemical bonus to Charisma for 1d4 minutes.
Price: 1,000 gp.
Side Effects: If the user is a vampire of any sort, the scent of blood causes the user to rage, as a barbarian. The imbiber gains a +4 bonus to Strength and a +2 morale bonus on Will saves, but takes a –2 penalty to Armor Class. This does not stack with the rage ability of a barbarian or other class.
Overdose: None.
Addiction: Low (High for vampires).

Bloodroot

Fireplace Level that he has explored. Of course, some of it invariably vanishes between Unger's visits, but so far these setbacks have not hurt Unger's business.

Lord Orlpar Husteem: Lord Orlpar is the bored, thrill-seeking, younger brother of Lord Orbos. From his house (N59) on Golden Serpent Street, Orlpar deals in spices, scents, wines, and drugs, purchasing goods at 60% of their street value and selling them at a tidy profit to jaded young scions of the nobility. Orlpar conducts most of his street business through his employee, Hala Myrt, who frequents the Grinning Lion. She arranges meetings between Orlpar and his customers at the Grinning Lion and then delivers the goods herself at a later time (when Orlpar has a convenient alibi). A PC who wishes to purchase drugs or other illicit material can learn about Orlpar with a DC 15 Gather Information check. Orlpar, who has a long-standing relationship with the Xanathar Thieves Guild, receives regular shipments of drugs from Unger Farshal.

Hala Myrt (female Tethyrian human commoner 1): Hala Myrt is a n'er-do-well hanger-on who frequents the Grinning Lion tavern. She looks far older than her 30 years of age, with weathered skin, sunken eyes, and limp, brown hair. Hala speaks with an extremely quiet voice interspersed with inappropriate giggles. She wears a stained and tattered brown frock and a smile that's almost a grimace.

Hala can usually be found at a tiny table in the back of the Grinning Lion, nearly hidden in the shadows. In exchange for a small amount of coin, Orlpar paying her tab at the Grinning Lion, and a regular supply of mordayn powder, Hala acts as Orlpar's go-between, arranging appointments with potential clients and delivering the drugs when an agreement has been reached. The Watch has arrested Hala on many occasions, but Orlpar's intermediaries keep bailing her out and providing alibis, so the charges never stick. No one ever tries to rob Hala, as it is widely known that Orlpar's agents watch her every move while she has drugs or coin in hand.

Huntmistress Dhusarra yr Fadila el Abhuk: Huntmistress Dhusarra is a former adventurer originally from Calimport. In the Year of the Fist (1311 DR), Dhusarra's destiny took an unexpected turn when her band stumbled through a portal to Undermountain's mysterious Wyllowwood (UM SLC). Her companions fell one at a time to the hunts of the priests of Malar, but Dhusarra survived by conspiring with one of the priests against her remaining allies. In return for her aid, he allowed her to live and join the followers of the Beastlord. By ardently embracing Malar, god of blood and the hunt, Dhusarra finally found a faith to match her inner ruthlessness.

After two years with the Wyllowwood sect, Dhusarra claimed the title of Huntmistress by her skill and determination (as well as a little selective thinning of her opponents). Her ascension was short lived, however, as she and two followers fell in battle to a vampire during one of her forays inside Undermountain. The trio became enslaved to Noreyth Harpell, a vampireformerly from Longsaddle. For two years, the quartet of vampires used the various portals out of the Lost Level to prey on creatures both inside and outside of Halaster's Halls.

Then, in the Year of Spilled Blood (1315 DR), shortly after Noreyth led the group on its first foray into Waterdeep proper, a well-prepared company of adventurers called the Company of the Red Dawn, ambushed the foursome on Undermountain's Storeroom Level (UM L2). The other two Malarites were slain outright, and Dhusarra and Noreyth were nearly killed

as well. Dhusarra helped Noreyth escape and then destroyed him in his crypt, reclaiming her independence and rank as a Huntmistress of Malar.

In the years since Noreyth's destruction, Dhusarra consolidated her power within Undermountain, preparing for the inevitable confrontation with the mysterious foe that sent the Company of the Red Dawn to destroy her former master.

Wolfspawn Pack: The Wolfspawn Pack is made up of nine Uthgardt rangers formerly of the Gray Wolf tribe, natural lycanthropes all. Dhusarra hunted down and killed each member of the pack, transforming the werewolves into vampires in a deliberate attempt to create a potent weapon against her unseen foe and honor Malar with her cunning.

Lord Orlpar **CR 6**

Male Chondathan human aristocrat 1/rogue 6
CE Medium humanoid
Init +3; **Senses** Spot +9, Listen +9
Languages Common, Elven, Undercommon

AC 16, touch 12, flat-footed 14; uncanny dodge
hp 36 (7 HD)
Fort +5, **Ref** +7, **Will** +5; evasion

Spd 30 ft.
Melee mwk rapier +5 (1d6/18–20)
Ranged mwk dagger +7 (1d4/19–20)
Base Atk +4; **Grp** +4
Atk Option sneak attack +3d6
Combat Gear *potion of cure moderate wounds, potion of darkvision, potion of expeditious retreat*

Abilities Str 10, Dex 15, Con 12, Int 14, Wis 9, Cha 13
SQ trapfinding, trap sense +2
Feats Great Fortitude, Iron Will, Smooth Talk
Skills Appraise +12, Bluff +11, Diplomacy +15, Gather Information +13, Intimidate +7, Knowledge (local) +12, Listen +9, Sense Motive +9, Spot +9
Possessions combat gear, masterwork dagger, masterwork rapier, mithral chain shirt, *slippers of spider climbing*

Huntmistriss Dhusarra **CR 15**

Female Calishite human vampire fighter 4/cleric 9 (Malar)
CE Medium undead (augmented humanoid)
Monster Manual 250
Init +7; **Senses** darkvision 60 ft.; Spot +12, Listen +12
Languages Common, Undercommon

AC 22, touch 13, flat-footed 19; Dodge
hp 90 (13 HD); **DR** 10/silver and magic; fast healing 5
Resists cold 10, electricity 10
Immune undead type
Fort +10, **Ref** +9, **Will** +11
Weakness vampire weakness

Spd 30 ft., climb 20 ft.
Melee *+1 wounding claw bracers* +17 (1d4+6/18–20 plus wounding) or
slam +16 (1d6+6 plus 3d6 electrical plus energy drain) or
+1 wounding claw bracers +15/+10 (1d4+6/18–20 plus wounding) and
+1 wounding claw bracers +15 (1d4+4/18–20 plus wounding)
Base Atk +10; **Grp** +16
Atk Option feat of strength (+9)
Special Atks blood drain, children of the night, create spawn, dominate (DC 19), rebuke undead (+5, 2d6+12, 9th)
Combat Gear *potion of barkskin (+2)*
Cleric Spells Prepared (CL 9th [CL 10th for evil spells], +13 ranged touch)
5th—*righteous might*[D], *spell resistance*
4th—*dimensional anchor, freedom of movement, greater magic weapon, unholy blight*[D] (DC 18)
3rd—*invisibility purge, magic circle against good*[D], *protection from energy, searing light* (2)
2nd—*bull's strength*[D], *desecrate* (2), *eagle's splendor, silence* (DC 16), *undetectable alignment*
1st—*bane* (DC 15), *divine favor, hide from undead* (DC 15), *obscuring mist, protection from good*[D], *sanctuary* (DC 15)
0—*detect magic* (2), *guidance* (2), *resistance* (2)
D: Domain spell; Domains: Evil, Strength

Abilities Str 22, Dex 16, Con —, Int 12, Wis 18, Cha 17
SQ alternate form, gaseous form, spider climb, turn resistance +8
Feats Alertness[B], Combat Reflexes[B], Dodge[B], Daunting Presence, Endure Sunlight, Exotic Weapon Proficiency (claw bracer)[B], Improved Initiative[B], Improved Turn Resistance, Life Drain, Lightning Reflexes[B], Power Attack[B], Spell Drain, Track, Two-Weapon Fighting[B]
Skills Bluff +11, Concentration +12, Diplomacy +8, Gather Information +7, Hide +11, Knowledge (local) +5, Knowledge (religion) +6, Listen +12, Move Silently +11, Search +9, Sense Motive +12, Spellcraft +6, Spot +12, Survival +8

Orlpar

Possessions combat gear, 2 *claws of Malar, bracers of armor +3, Noreyth's ring*

WOLFSPAWN, HYBRID FORM (9) **CR 8**

Uthgardt human vampire werewolf ranger 3/fighter 1

CE Medium undead (augmented humanoid, shapechanger)

Monster Manual 170, 250

Init +10; **Senses** darkvision 60 ft., low-light vision, scent; Spot +19, Listen +19

Languages Common, Undercommon

AC 28, touch 16, flat-footed 22; Dodge

hp 44 (6 HD); **DR** 10/silver and magic; fast healing 5

Resists cold 10, electricity 10

Immune undead type

Fort +8, **Ref** +14, **Will** +6

Weakness vampire weakness

Spd 30 ft., climb 20 ft.

Melee claw +12 (1d4+7 plus energy drain) and claw +12 (1d4+7) and bite +11 (1d8+3)

Base Atk +5; **Grp** +12

Atk Option Power Attack, Improved Overrun

Special Atks blood drain, children of the night, create spawn, curse of lycanthropy (DC 15), dominate (DC 16), favored enemy humanoid (human) +2

Combat Gear *potion of greater magic fang (+2)*

Abilities Str 24, Dex 22, Con —, Int 12, Wis 17, Cha 16

SQ alternate form, gaseous form, lycanthropic empathy, spider climb, turn resistance +4

Feats Alertness[B], Combat Reflexes[B], Endurance[B], Dodge[B], Improved Initiative[B], Improved Natural Attack (bite), Improved Overrun, Iron Will[B], Lightning Reflexes[B], Multiattack, Power Attack[B], Track[B], Two-Weapon Fighting[B], Weapon Focus (bite)

Skills Bluff +11, Climb +10, Diplomacy +5, Hide +22, Knowledge (dungeoneering) +7, Knowledge (nature) +7, Listen +19, Move Silently +22, Search +9, Sense Motive +11, Spot +19, Survival +13 (+17 when tracking by scent)

Possessions combat gear, *amulet of natural armor +2*

Alternate Form (Su): In human form, the wolfspawn's statistics change as follows:
Init +8
AC 24, touch 14, flat-footed 20
Ref +12
Grp +11
Melee slam +11 (1d6+6 plus energy drain)
Special Atks the wolfspawn loses its curse of lycanthropy special attack
Abilities Str 22, Dex 18
Skills Hide +20, Move Silently +20, Climb +9

Alternate Form (Su): In wolf form, the wolfspawn's statistics change as follows:
Spd 50 ft., climb 20 ft.
Melee bite +13 (1d8+10 plus energy drain)
Special Atks the wolfspawn gains the wolf's trip special attack

Tactics: Hala Myrt enters first, at 6 o'clock, taking her regular table in the back corner. She does not place an order, but Unger brings her a plate of fried onions and some ale.

Dhusarra's wolfspawn enter the Grinning Lion in human form and appropriate attire for well-off rakes between the hours of nine and midnight in groups of two or three. They are careful not to acknowledge each other unless they entered together, in which case they drink quietly and swap stories of past battles. They choose seats "by chance" in a rough semicircle around the hearth.

Lord Orlpar makes a grand entrance at 11 o'clock. After drawing the attention of everyone in the room, he takes his usual seat at his usual table in front of the hearth and is immediately waited on by a pair of serving wenches. In the hour that follows, he receives a steady stream of visitors, each of whom wanders by to chat for a minute or two before moving on.

Just before midnight, Dhusarra strides into the tavern, making as much of an impression as Orlpar. The buzz of conversation around the Grinning Lion suggests that no one has ever seen her before. She takes her time moving across the room, flashing an enigmatic, seductive smile to anyone that meets her inquisitive gaze.

Lord Orlpar greets Dhusarra with a confident, knowing smile, pleased to be seen meeting such an exotic client. As she approaches the highborn drug dealer, Dhusarra's expression suddenly goes cold. With an air of ritual and menace, she loudly intones, "I name thee, Lord Orlpar Husteem, the intended prey of the Beastlord. By fang and claw, I proclaim this

High Hunt begun." The wolfspawn pack transforms into hybrid form, Dhusarra draws her *claws of Malar*, and the group then moves to pursue and attack.

Development: Depending on how the PCs prepare to observe the expected transaction, they may pick up some clues that things are awry. They may even interrupt the ritual before it begins. For example, if the PCs employ *detect thoughts* when Dhusarra proclaims her intended prey, they learn that her real target is "the vampire master of Waterdeep" and not Lord Orlpar. Regardless of how events unfold, Dhusarra intones the ritual, at least to herself, before commencing the hunt. Once he realizes what is going on, Orlpar has an instant of complete shock before he begins a mad dash for the hoped-for-safety of his manse, quaffing *his potion of expeditious retreat* as he runs.

Orlpar suspects that Dhusarra is a vampire, given her supposed interest in bloodroot; he thus leaps to the conclusion that he can find safety from her at his home in Huntinghall (N59). He does not suspect that her followers are vampires as well, so he thinks that entering his home via the cellars is the better course of action, as he has some potent guards in place in the cellar of Huntinghall. Unless somehow prevented, Orlpar employs his prepared escape route, dashing out the nearest door and making his way into the sewers by way of the stairs beneath the Lion's Midden. If he cannot get out that way, he dashes through the streets, trying to enter the sewers via a sewer grate (SF 32).

After her initial proclamation, Dhusarra pauses for a couple of rounds before she pursues Orlpar. Her real goal is to cause as much chaos as possible to ensure that her real prey learns of this attack at once. She would also prefer an interesting hunt, but she has little respect for Orlpar's abilities. In order to make the chase a little more thrilling, she is willing to allow him a small lead and is not above striking down a couple of nearby young nobles to rile things up before following. Her delay should give Orlpar enough time to make it to his house ahead of her, and should give the PCs ample cause to pursue her.

New Feats

Some of the NPCs in this adventure have feats not detailed in the *Player's Handbook*. The effects of these feats, and their sources, are given below.

Smooth Talk: Lord Orlpar takes only a –5 penalty if he attempts a Diplomacy check as a full round action. This feat appears in the *Player's Guide to Faerûn*.

Daunting Presence: Dhusarra may take a standard action to awe an opponent with an Intelligence score that is within 30 feet and line of sight. If the opponent fails a DC 19 Will save, he is shaken for 10 minutes. This feat has no effect on a creature that is already shaken. The save DC is Charisma-based. This feat appears in *Libris Mortis*.

Endure Sunlight: Dhusarra can resist all dangerous effects of sunlight for 4 rounds, after which she is affected as normal for a vampire. This feat appears in *Libris Mortis*.

Improved Turn Resistance: This feat raises Dhusarra's turn resistance to +8. This feat appears in *Libris Mortis*.

Life Drain: Any creature receiving a negative level from Dhusarra's energy drain attack loses 3 additional hit points per negative level, and Dhusarra gains 3 additional temporary hit points after such an attack. This feat appears in *Libris Mortis*.

New Magic Items

Dhusarra possesses the two new magic items detailed below.

Claws of Malar: Followers of the Beastlord commonly create *claws of Malar* for use in ritual hunts. These +1 *wounding claw bracers* are fashioned in the shape of various clawed beasts. Dhusarra's claw bracers resemble lion claws.

A claw bracer is a weapon from the *Forgotten Realms Campaign Setting*. These light exotic weapons deal 1d4 points of damage, cost 30 gp., have a critical threat range of 19–20, weigh 2 lbs., and deal piercing damage. Additionally the wearer can cast spells normally while wielding the weapon, and cannot be disarmed.

Moderate evocation; CL 10th; Craft Magic Arms and Armor, *Mordenkainen's sword*; Price: 18,330 gp; Weight 2 lbs.

Noreyth's Ring: Forged long ago by a member of Longsaddle's infamous Harpell family, this simple gold band inlaid with a single beljuril infuses the wearer with electrical energy. Once per round, the wearer can imbue his next natural attack or unarmed strike with electrical damage. If the attack hits, it deals an additional 3d6 points of electrical damage.

Moderate evocation; CL 9th; Forge Ring, *shocking grasp*; Price: 20,000 gp; Weight: —.

Even if the PCs fully engage Dhusarra and her wolfspawn pack, she breaks off the fight and moves to pursue after 2 rounds. If the PCs try to engage the entire group at once, it is an EL 17 encounter. If the PCs prove particularly troublesome, Dhusarra may leave a couple of wolfspawn behind to slow them down, but her main goal remains completing the hunt by slaying Lord Orlpar.

Lion's Midden

The alleyway behind the tavern is rank with the smell of waste and rotting meat. A mound of offal crawling with flies and maggots is visible in the gloom. Some of the waste looks freshly disturbed.

Behind the Grinning Lion lies the tavern's midden. Although Unger pays to have some of the garbage carted away regularly, the pile never seems to shrink in size. This is deliberate, per Unger's instruction to the local trash hauler, as the corner of the refuse heap closest to the tavern lies atop an old, stained board. The board conceals a set of stone steps leading down and to the east toward the sewers.

Development: Unger uses these steps at least once a week, but he is careful to do so at night without lights, making it difficult to observe what he is doing. If someone is watching the midden while Unger uses the steps or simply following Orlpar (and possibly his wolfspawn pursuers) close enough to see them use the stairs, a DC 5 Spot check is required to observe what is going on. However, Unger uses this stairway often enough that a successful DC 20 Spot check, DC 15 Search check, or DC 10 Survival check by someone with the

Track feat suffices to find the steps if the midden is examined.

stairs of the Lion

The stairs leading down from the midden have masonry ceilings, walls, and floors. Thirty steps lead down to a small cul-de-sac, some five feet square. On the far wall of the cul-de-sac facing the stairs is a bas-relief depiction of a lion's head, its empty eye sockets staring forward.

On the south wall of the cul-de-sac is a secret door that can be found with a successful DC 20 Search check. Once located, a character that makes a successful DC 10 Craft (stonemasonry) or Knowledge (architecture and engineering) check can tell that the door is a relatively recent addition. This door leads to the northwest corner of the junction room (SF31) in the city sewers.

A second secret door is built into the base of the stairs. This one requires a successful DC 35 Search check to discover. The bottom three steps swing upward, revealing a second stairway leading down and to the west, if a hidden latch on the fourth step up is pressed. These stairs lead down to a dungeon complex known as the Fireplace Level and from there down to Skullport. (Although beyond the scope of this adventure, those steps may come in handy in the second adventure of the Vampires of Waterdeep Campaign Arc.)

Development: A DC 15 Knowledge (religion) check reveals that this was once a personal shrine dedicated to Nobanion, also known as Lord Firemane, but it is now defaced.

Both Orlpar and Unger use these steps regularly. Orlpar knows only of the secret door leading into the sewers and believes Unger reaches Skullport through the sewers. Other than Artor Morlin, only Unger knows of the stairs under the stairs, and he takes care to keep it that way.

CHAPTER TWO: SEWERS OF NORTH WARD

A labyrinth of sewers lies beneath the City of Splendors, creating a "dungeon" second in size only to Undermountain. This adventure passes through two short sections of those sewers, specifically the secondary passage linking the junction room beneath the Grinning Lion (SF31) with the sewer junction beneath a surface shaft (SF32) and a secret passage linking the sewer junction beneath the surface shaft (SF32) to the basement of Lord Orlpar's rowhouse, Huntinghall (N59).

Hala

Primary passages are 20 feet across and contain 3-foot-wide railless walkway-ledges on both sides. Secondary passages are 12 feet across with a single 3-foot-wide ledge on one side. Tertiary tubes are between 3 feet and 4 feet in diameter and are just large enough for a Medium-sized creature to crawl through. The countless feeder pipes are not shown. Further details about Waterdeep's sewers, including random encounter tables for those who wander away from this section of sewers, may be found in *City of Splendors: Waterdeep*.

If Lord Orlpar makes it into the sewers, he flees in the direction of Huntinghall. Although the order of the pursuit varies depending on how events have unfolded at the Grinning Lion, PCs of the level required for this adventure should have no problem tracking Orlpar or the vampires to the cellar of Huntinghall. As such, detailing the sewers beyond the immediate path of interest is beyond the scope of this adventure.

sewer features

Waterdeep's sewers have masonry ceilings, walls, and floors. Sewage and debris have built up on the floors over the years, making them light rubble for the purpose of Balance and Tumble checks.

Air: The air supply is reasonably good in the sewers, as the numerous small feeder pipes bring stench-ridden air down from the surface in addition to refuse.

Ambient Noise: There is lots of noise from the echoing water flow, giving a –4 circumstance penalty on all Listen checks in the network.

Disease: The sewers are filled with tainted water. Any activity that results in a character's nostrils, mouth, eyes, or ears getting wet requires a DC 16 Fortitude save to avoid contracting blinding sickness. Anyone injured by a slashing or piercing attack (including natural bite, claw, gore, and sting attacks) must make a successful DC 12 Fortitude save or contract filth fever. Creatures who have survived in the sewers for an extended length of time are assumed to be immune to both afflictions.

Gratings: Sewer gratings are stout, but many are often old and rusty. They may

be permanently set into stone walls or swing open on pivots when unlocked.

Iron Gratings: 2 in thick; Hardness 10 (8 if rusty); hp 60 (30 if rusty); Break DC 25 (28 if not built to open).

Illumination: Generally, there is no light in the sewers except beneath a sewer grate, where the filtered sunlight is equivalent to a torch.

Scent: A terrible stench pervades the entire network, giving a –4 circumstance penalty on Survival checks based upon scent.

Tracking: Walkway-ledges are generally coated in a thin sheen of slime and rubble, making them "firm ground" for tracking purposes.

S1. Junction Room (EL 11)

The passageway opens out into a thirty-foot-by-thirty-foot cubicle with a twenty-foot-high ceiling. Railless walkways line the walls of the room, with the north and east wall walkways bisected by secondary passages in the middle of each wall. Additionally, two more passageways lead southwest and southeast.

Creature: This room is home to a colony of bat swarms. The bats hunt in the sewers and, as such, pay little attention to day and night in the world above. Both Orlpar and Unger are aware of the colony's presence and rely on it to provide interference if they are being pursued.

Bat Swarms (20): hp 13 each; *Monster Manual* 237.

Development: Lord Orlpar uses his *slippers of spider climbing* to run up and over the secondary sewer passage leading north and then runs along the east wall before turning into the east-leading secondary passage. Dhusarra and the wolfspawn pack do the same using their spider climb ability.

The bats are roused by the passage of Lord Orlpar, but he should escape the room before they become a threat. Dhusarra and her wolfspawn pack pay little heed to the bats, but if she realizes the PCs are pursuing, Dhusarra uses her children of the night power to command several of the swarms to harry anyone seeking to interfere with her High Hunt.

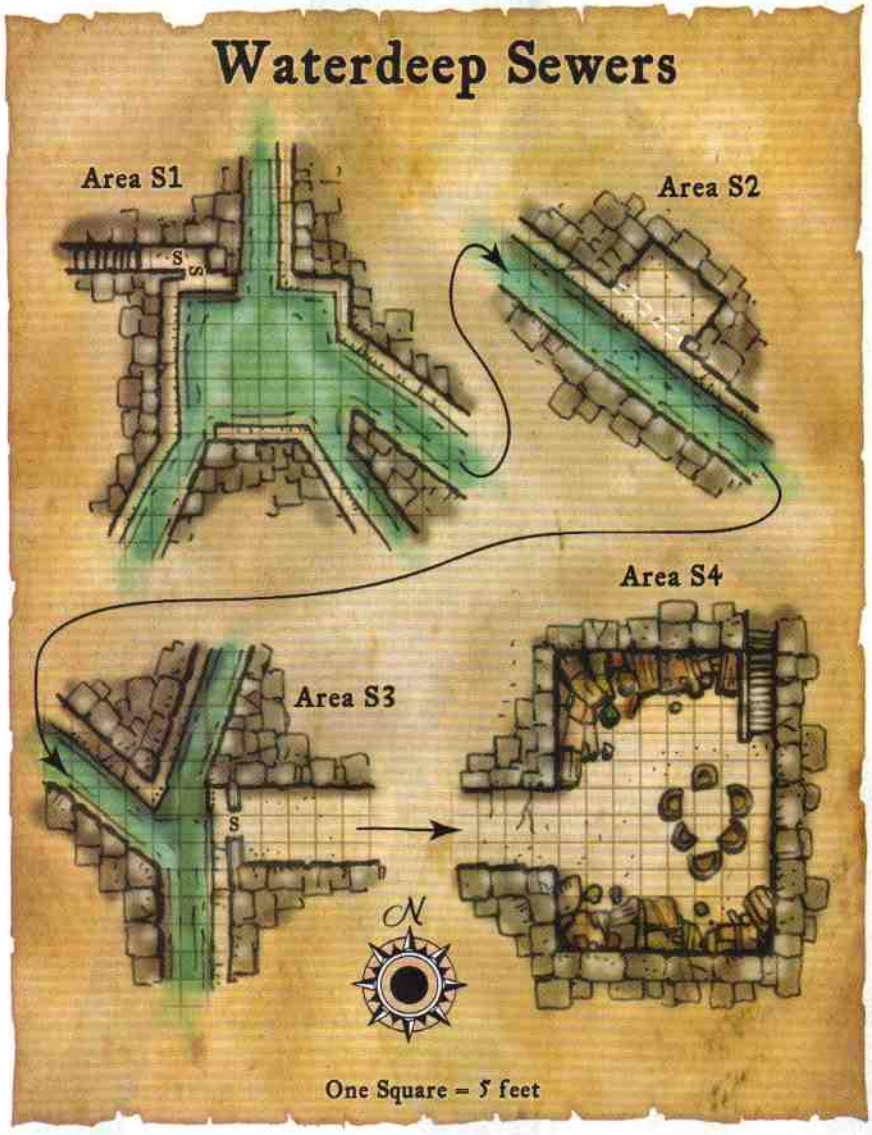
S2. Sewer Trap (EL 12)

Two hundred feet down the secondary sewer passage from area **S1**, Lord Orlpar has installed a trap to hinder pursuers. A fifteen-foot-wide section of the ledge is set to collapse if more than two hundred pounds of weight is placed along any point of the trapped section. Orlpar normally activates this trap only while engaged in dangerous negotiations at the Grinning Lion and anticipating the need for a hasty escape. The same trigger causes a section of the wall next to the ledge to open up, dumping a wave of water and the Creature into the sewer.

Although the trap does no actual damage, it is dangerous nonetheless. Anyone caught on the ledge when it collapses is dumped into the sewer water unless they make a successful DC 14 Reflex Save. If they succeed, they have the opportunity to Jump (DC 20 if walking or DC 10 if running) to the far side of the collapsed ledge or cling to the wall. Clinging to the wall requires a successful DC 25 Climb check.

Beyond the trap, it's another 160 feet down the passageway to area **S3**.

Tipping Ledge Trap: CR 1; mechanical; location trigger; automatic reset; hidden



lock bypass (Search DC 25, Open Lock DC 30); Atk see above; Search DC 20; Disable Device DC 20.

Creature: Orlpar keeps an elder black pudding trapped in a wall cavity next to the tipping ledge. Once released, the elder black pudding immediately attacks anything in the water in its immediate vicinity. Note that a black pudding cannot breathe underwater, so as it attacks, it begins climbing up the walls to the walkway.

Elder Black Pudding: 290 hp; *Monster Manual* 201.

Development: Lord Orlpar bypasses this trap by using his *slippers of spider climbing* to run along the wall for most of the sewer, giving a hint that something is amiss with the ledge. If Dhusarra and her minions are ahead of the PCs, they are as likely to trigger the trap as the heroes. Unlike the heroes, however, they can employ their ability to spider climb and cling to the wall or turn to gaseous form and drift to the other side of the trap, then rematerialize and resume the chase. If they see Orlpar is running along the wall, they avoid the trap altogether by using their spider climb ability to do the same.

S3. Surface Shaft

The passageway opens into another junction area up ahead, meeting a passageway coming from the northeast and another one coming up from the south. On the other side of the pipe another walkway runs south along the far wall, leading to a series of iron rungs beneath an opening in the ceiling directly above the junction.

The iron rungs lead up through a 6-foot-diameter shaft to the surface. The street entrance to the shaft is a 3-foot-wide hole capped with a removable metal cover.

The secret door can be found by anyone standing on the east walkway that makes a successful DC 30 Search check. The catch is just below the surface of the water to the left of the door. The door closes automatically two rounds after it is opened unless it is held open. The tunnel on the far side leads east and slightly north for about 300 feet before it opens into the Huntinghall cellar.

Trap: One of Orlpar's men named Helmyn Faunspiel cast the mental alarm version of the *alarm* spell in mid-air at the center of this intersection shortly before Lord Orlpar left for the evening. The *alarm*'s area of effect is large enough to include the entire intersection, including the bottom half of the shaft and the secret door leading toward Huntinghall.

Development: If Orlpar was forced to flee through the streets and makes it this far, he enters the sewers via this shaft and then makes his way into the cellar of Huntinghall.

The Huntinghall Cellar

The fifteen-foot-wide passageway opens into a larger room that seems to be the basement of a much larger building. The room is stuffed with old furniture, chests of old clothes and unused crockery, and several cots that have been set up along the walls. In the center of the room, a space has been cleared and half a dozen chairs are arranged in a rough circle. On the far side of the room a stone staircase leads up to an iron door.

Lord Orlpar's cellar lies directly beneath his rowhouse, linked to the living quarters above by a locked door at the top of the stone stairs. In recent years, the cellar has become something of a safehouse for the Xanathar Thieves Guild. The chairs in the center of the room are used for impromptu meetings of the guild, while thieves hiding out from the Watch sleep on the crude cots.

Normally Lord Orlpar would stroll back to his residence after a long evening at the Golden Lion, a hard currency girl on his arm and two bodyguards in his wake. As a result of Dhusarra's High Hunt, Lord Orlpar does not have the luxury of time. Although he could flee directly back through the city, he has long prepared for this day and hopes to lead his pursuers into a death trap arranged by his employees.

Creatures: A mercenary wizard named Helmyn Faunspiel is responsible for guarding the cellar. Orlpar keeps him well supplied with haunspeir and moradyn powder in exchange for his services. Helmyn commands a death tyrant supplied by the Xanathar Thieves Guild. This undead beholder was created from the corpse of Seirtych Xantaun, a rival the Eye dispatched a few years ago.

HELMYN FAUNSPIEL CR 12

Male human wizard 12
CN Medium humanoid
Init +5; **Senses** *see invisibility*; Spot +8, Listen +8
Languages Common, Draconic, Undercommon

AC 19, touch 12, flat-footed 18
hp 57 (72 with *false life*) (12 HD)
Fort +10, **Ref** +5, **Will** +11

Spd 30 ft.
Melee +1 *flaming silver dagger* +6 (1d4–1 plus 1d6 fire)
Base Atk +4; **Grp** +3
Combat Gear *cape of the mountebank, potion of cure serious wounds* (2), scroll of *glitterdust*, scroll of *darkvision*, scroll of *fly*, scroll of *web*, *wand of ray of enfeeblement* (18 charges)
Spells Prepared (CL 12th, +7 ranged touch)
6th—*acid fog*, maximized *lightning bolt* (DC 20)
5th—*cone of cold* (DC 22), *cloudkill* (DC 20), maximized *scorching ray*
4th—*Evard's black tentacles*, *lesser globe of invulnerability*, maximized *magic missle*, *stoneskin*
3rd—*dispel magic*, *fireball* (DC 20), *invisibility sphere*, *slow* (DC 18), *suggestion* (DC 18)
2nd—*detect thoughts* (DC 17), *eagle's splendor*, *false life**, *mirror image*, *see invisibility**
1st—*alarm**, *expeditious retreat*, *mage armor**, *magic missile* (2)
0—*dancing lights*, *detect magic* (2), *prestigitation*
*: already cast

Abilities Str 8, Dex 13, Con 14, Int 20, Wis 12, Cha 10
SQ summon familiar (rat)
Feats Alertness (as long as his familiar is in arms' reach), Brew Potion[B], Eschew Materials, Great Fortitude, Greater Spell Focus (evocation), Improved Initiative, Iron Will, Maximize Spell[B], Scribe Scroll[B], Spell Focus (evocation)
Skills Concentration +17, Craft (poisonmaking) +20, Knowledge (arcana) +20, Knowledge (local) +10, Listen +8, Spellcraft +22, Spot +8
Possessions combat gear, +2 *mithral buckler*, +1 *flaming silver dagger*, *ring of protection* +1, packet of haunspier (1 dose), 500 gp worth of diamond dust, spellbook
Spellbook as above plus: 0—all, 1st—*charm person*, *comprehend languages*, *color spray*, *feather fall*, *identify*, *shocking grasp*, *true strike*; 2nd—*cat's grace*, *darkness*, *fog cloud*, *glitterdust*, *rope trick*, *web*; 3rd—*displacement*, *explosive runes*, *protection from energy*, *stinking cloud*; 4th—*charm monster*, *stone shape*, *wall of fire*; 5th—*break enchantment*, *mind fog*; 6th—*control water*, *mass bull's strength*, *legend lore*

SEIRTYCH XANTAUN CR 12

Death Tyrant Beholder
CE Large undead
FORGOTTEN REALMS Campaign Setting 309
Init +2; **Senses** darkvision 60 ft.; Spot +4, Listen +4

AC 26, touch 11, flat-footed 24
hp 71 (11 HD)
Immune undead type
Fort +3, **Ref** +5, **Will** +9

Spd 5 ft., fly 20 ft. (good)
Melee bite –1 (2d4)
Ranged eye rays +6 touch (DC 17)
Base Atk +5; **Grp** +9

Abilities Str 10, Dex 14, Con —, Int —, Wis 15, Cha 15
SQ all-around vision, flight
Feats Alertness[B]
Skills Listen +4, Spot +4

Eye Rays (Su): Sertych has lost the use of its central eye and its antimagic cone. Seirtych has seven remaining small eyes on stalks atop its body, each with its own supernatural power. Each eye can produce a magical ray once per round as a free action. During a single round, Seirtych can only fire three eye rays at targets in any one 90-degree arc (up, forward, backward, left, right, or down). The remaining eyes must aim at targets in other arcs or not at all. Seirtych can tilt and pan its body each round to change which rays it brings to bear in an arc. The seven

remaining eye rays are: *disintergrate, finger of death, flesh to stone, inflict moderate wounds, sleep, slow,* and *telekinesis.* Refer to page 27 of the *Monster Manual* for information about the effects of these rays.

Tactics: Helmyn cast *false life* and *mage armor* on himself when Lord Orlpar left for the tavern. Once alerted by his mental *alarm,* Helmyn casts *see invisibility,* alerts Seirtych and begins chewing on his packet of haunspeir. All these effects have been incorporated into the above stat block. If a fleeing Lord Orlpar alerts him to the possibility of pursuers, he uses any lead-time he may have to cast *stoneskin* upon himself and *eagle's splendor* upon Seirtych. If he has time, he positions an *invisibility sphere* so that it envelops the death tyrant. When combat seems all but imminent, the wizard casts *lesser globe of invulnerability* upon himself. When foes approach, the death tyrant moves to meet them about 40 feet ahead of the wizard. Helmyn tries to trap any approaching foes in the hallway with spells like *web, acid fog,* and *Evard's black tentacles* and then rain evocation spells and eye rays upon them until they stop moving. If he is reduced below 20 hp, he uses his *cape of the mountebank* to flee into the mansion above.

Development: If Lord Orlpar has made it this far, he dashes down the tunnel toward the presumed safety of his home. Once he is safely past, Helmyn and Seirtych attempt to destroy anyone moving up the tunnel in pursuit. The wizard and the death tyrant do not differentiate between Dhusarra and her wolfspawn pack and the PCs. Helmyn hopes to kill anything that moves and leave it to Lord Orlpar to sort it out later.

Assuming the PCs dispatch (temporarily or otherwise) or drive off Dhusarra and her wolfspawn pack and defeat Helmyn and Seirtych, they are free to explore the cellar. While it's obvious that numerous individuals regularly assemble in the cellar, there are no clues to their activities other than the Treasure noted below.

Lord Orlpar resides at "Huntinghall," a comfortably appointed rowhouse on the south side of Golden Serpent Street. A short stroll from the Grinning Lion, Lord Orlpar can be found here in the early mornings and late afternoons, when he is not off visiting business associates or holding court at the Grinning Lion. The upper levels are the richly appointed quarters of a noble-born bachelor with tastes in art that hint at a depraved indifference towards life. Orlpar has paid for extensive magical and physical protections, and his six servants are very effective **bodyguards** (LN male Tethyrian human fighter 4).

If the PCs decide to explore beyond the stairs at the top of the door, they find an irate Lord Orlpar surrounded by his bodyguards shouting "You are NOT invited in! You are NOT invited in!" If the PCs barge in, Lord Orlpar realizes they are not vampires but remains angry anyway. He insists that they leave immediately, or he will summon the Watch and accuse the PCs (with good cause) of breaking and entering. Although the PCs could possibly be of use to him as allies, he refuses to talk with them, fearing that any involvement increases the odds that someone will find evidence of his illegal drug dealing.

If Lord Orlpar can reach his residence without being slain by Dhusarra or her wolfspawn pack, he can remain holed up within indefinitely, safe as long as he does not invite them to enter. The young lord assumes that the cellar of Huntinghall is also "safe ground," as long as he does not invite the vampires in. In truth, by giving the use of his basement to the Xanathar Thieves' Guild, Lord Orlpar has inadvertently transformed his cellar into a public space that vampires can enter at whim, so only the upper floors of the house count as a true refuge.

Treasure: Hidden among the countless household items stored within his cellar, Orlpar has stashed dozens of tiny caches of drugs. (He keeps his illegally obtained stores of scents, spices, and wines elsewhere in the city.) All told, the cellar contains 30 packets of haunspeir (worth 50 gp each), 20 packets of mordayn powder (worth 200 gp each), 30 packets containing tekkil leaf (worth 50 gp each), and 10 packets of bloodroot (worth 1,000 gp each). Finding the drugs requires an extensive search of the items stored in the cellar. Every successful DC 30 Search check reveals another packet of drugs.

CHAPTER THREE: AFTERMATH

Dhusarra's relationship with the PCs has the potential to evolve over the course of the adventure, depending on how events unfold.

Initially, Dhusarra considers the adventurers to be little more than an irritant, busybodies getting in the way of a sacred ritual of the Beastlord.

Once the PCs prove their competence, Dhusarra begins to view them as potential tools. In particular, as the PCs (presumably) begin destroying (or at least neutralizing) the wolfspawn, Dhusarra tries to "recruit" them with her dominate ability. Dhusarra sees nothing wrong with using dominated foes to track down the object of Malar's High Hunt. Moreover, the longer the hunt goes on, the more dangerous it becomes for her to continue operating in the city, particularly if the Watch is alerted to her activities.

Once Dhusarra realizes she cannot leave the city, she becomes aware of the true test Malar has set for her and desperation sets in. Like a cornered beast, she uses every trick in her arsenal to destroy Orlpar before fleeing back to Undermountain. Orlpar, of course, retreats into his residence and lets no one cross his doors during the nighttime hours.

If you are playing the entire Vampires of Waterdeep Campaign Arc, Dhusarra eventually deduces that Orlpar's death is but one piece of the puzzle and that, to her horror, she cannot leave Waterdeep until the real object of her High Hunt is dispatched. With her plan to initiate a series of hit-and-run raids from Undermountain into Waterdeep on her own terms in shambles, Dhusarra is forced to improvise. If the PCs have defeated her wolfspawn pack and resisted her domination, Dhusarra sees no other choice but to convince them to work for her. She sends them cryptic notes, hoping the do-gooders can be manipulated into tracking down and (possibly) softening up her foe, even if they suspect she is behind the notes, before she moves in for the kill.

Dhusarra's means of communicating with the heroes is simple: she picks a random street urchin, dominates him, and then sends him to the heroes with a tidbit of lore and a love bite to prove he's genuine. If she

cannot find the heroes, she tries to accomplish the same thing by sending messages to their patron (presumably Corinna). If the heroes do not appear to act on her notes, she makes sure to leave corpses of randomly chosen Waterdhavians in public locations with notes pinned to their chests saying things like "Another tithe to Kelemvor, thanks to <insert PCs' adventuring company name here>."

Dhusarra's messages to the heroes (or Corinna) say things like:

"Who sent the Company of the Red Dawn after Noreyth Harpell?"

"Who found out about Orlpar's bloodroot shipment?"

"Why have there always been so few vampires preying on Waterdeep's populace?"

"What vampires active in Waterdeep have never been caught?"

By asking these questions, Dhusarra hopes to end the High Hunt and restore the field of battle to her liking. But even if Dhusarra is destroyed, the questions she raises are likely to posthumously send the heroes off after her unseen foe, the true master vampire of Waterdeep.

If Orlpar retreats to his rowhouse, beyond Dhusarra's reach, Hala acts as his intermediary with the outside world. Orlpar trust Hala as much as any drug dealer trusts an addict who is a regular customer, but, to date, she has evinced a lapdog-like loyalty to her handsome noble patron.

Investigation

In the likely event that some of the vampires escape from the battle (in gaseous form or otherwise), the PCs may attempt to conduct some investigation within the city, looking for their lair. Additionally, if Dhusarra escapes and begins sending the PCs notes, they probably try to track down the answers to her questions. Answers to some of the PCs' questions are given below. Skill check DCs are provided where appropriate, and much of this information is available through spells such as *divination*, *commune*, and *legend lore*.

Q: What is bloodroot?

DC 25 Knowledge (nature): Bloodroot is the root of a little-known plant found only in the Mhair Jungles. It is said to act as a narcotic for vampires and to be highly addictive. Small amounts command prices in the thousands of gold pieces in the underworld of major cities across Faerûn.

Q: Who is the foremost authority on vampires in Waterdeep?

DC 15 Knowledge (history) or bardic knowledge: The Foes of the Fang are a now-defunct adventuring company who reportedly destroyed more than twenty vampires in the North over the course of a decade. **DC 25 Knowledge (history) or bardic knowledge:** The Foes of the Fang were formed in the Year of Maidens (1361 DR) to "battle the plague of vampires afflicting the North." Aside from their later success, what made them notable was the absence of any significant upswing in vampiric activity before they were formed.

Q: What happened to the Foes of the Fang?

DC 15 Knowledge (local) or bardic knowledge: The two surviving members, Jandar Ilbaereth and Corinna Lathankin, are now members of the Order of the Aster, based at the Spires of the Morning. Corinna is known to meet with adventurers in need of information about how to battle a vampire.

Q: Are there any known vampires active in the City of Splendors?

DC 20 Knowledge (religion) or bardic knowledge: No, which is quite surprising, given the large and highly transient population of Waterdeep. In the past century, the only known vampire activity in the City of Splendors was Noreyth Harpell's raid in the Year of Spilled Blood (1315 DR). He was ambushed shortly afterward in Undermountian by a group called The Company of the Red Dawn. **DC 30 Knowledge (local) or bardic knowledge:** The Company of Crazed Venturers battled a vampire named Artor Morlin in the Dungeon of the Crypt in the Year of the Gate (1341 DR), but he fled up a chimney and never returned.

Q: What's notable about the Company of the Red Dawn?

DC 25 Knowledge (history) or bardic knowledge: The Company of the Red Dawn was active over five decades ago. They were sponsored by the church of Lathander to battle vampires. The Red Dawn company's most notable success was the ambush of a quartet of vampires in Undermountain. **DC 30 Knowledge (history) or bardic knowledge:** Two vampires were destroyed in the battle, but two got away, badly wounded. The escapees were Noreyth Harpell, master of the charm, and Dhusarra yr Fadila el Abhuk.

Drugs in the campaign

In game terms, all drugs function like poisons, and allow the imbiber initial and secondary saving throws to resist their effects. Delay poison, neutralize poison, and similar effects negate or end a drug's effects, but do not restore hit points, ability scores, or other damage caused by the substance.

A creature that willingly takes a drug automatically fails both saving throws. It is not possible to intentionally fail the initial save but attempt to save against the secondary, or vice versa. DCs are provided for situations in which a character is drugged against his will.

In this adventure Helmyn chews a tobacco-like drug called haunspeir, which inflicts 1d4 points of damage but gives a 1d4+1 enhancement bonus to Intelligence. Its side effects include all slashing and piercing attacks against Helmyn dealing an additional 1 point of damage while the drug is in effect.

Further details on drugs found in Faerûn are given in *Lords of Darkness*, pages 182-185.

Q: What happened to Noreyth Harpell?

DC 25 Knowledge (history) or bardic knowledge: The vampire master Noreyth Harpell has never been seen again.

Q: Who is or was Artor Morlin?

DC 25 Knowledge (history) or bardic knowledge: Artor Morlin, better known as the Baron of Blood, was an infamous Shoon outlaw who worked as a mercenary centuries ago harassing Calishite trade caravans. He built Morlin Castle on what is now the site of the town of Daggerford and proclaimed himself Lord of Steeping Falls. He vanished around the time of the Second Troll War. *Legend lore*: "Crazed ventures gone up in smoke, the Baron of Blood still hunts by the shore of Deepwater Bay."

Q: Who were the Company of Crazed Venturers?

DC 15 Knowledge (local) or bardic knowledge: Waterdeep's most famous adventuring company in the past century included such notables as Khelben "the Blackstaff" Arunsun, Loene, Nain Keenwhistler, and Savengriff. Others now absent from the city include Tolgar Anuvien of Goldenfields, Dumal Erard of Helm's Hold, Malchor

Harpell of the Tower of Twilight, and Trunnian Regallis of Evermeet.

Q: What happened to Dhusarra?

DC 35 Knowledge (local) or bardic knowledge: A vampire matching Dhusarra's description, a Calishite priestess of Malar, has been seen from time to time in the Port of Shadow. She's never been spotted in Waterdeep proper until now.

Q: What is a High Hunt of Malar?

DC 15 Knowledge (religion) or DC 25 Bardic Knowledge: Read the first paragraph of the sidebar entitled "The High Hunt of Malar."

Q: Where is Dhusarra's lair?

DC 15 Knowledge (local): There is a street (called the Coffinmarch) in Trades Ward that leads into the City of the Dead. There has been some suspicious activity going on at a business located along the Coffinmarch called Hendever's Coffins and Coffers. *Divination*: "March with the dead to the graveyard in the making."

Q: What is known about Hendever and his business?

Gather Information DC 10: Hendever is a quiet, hardworking member of the Guild of Fine Carvers. **Gather Information DC 20:** Of late, he has been working day and night to build an incredible inventory of coffins. His competitors aren't quite sure what to make of this, as nothing points to a run on coffins in the near future.

If the PCs seek out **Corinna Lathankin** (LG female half-moon elf wizard 3/clric 3/mystic theurge 10 [Lathander]), they can find her in the Spires of the Morning (C1). She is quite willing to talk with good-aligned adventurers who expect to battle a vampire. From time to time, she also engages heroes to investigate hints of vampire activity, as outlined in the first adventure hook.

Corinna has a beautiful, waif-like figure and soft face that belie her intense energy and loud, commanding voice. The illegitimate daughter of the late Bhaedulph Gost was raised as a foundling at the Spires of the Morning and has dedicated her life to the worship of Lathander and the destruction of vampires. Corinna is married to **Jandar Ilbaereth** (LG male moon elf wizard 7/arcane devotee 2) and remains close with **Olanhar Wands** (LG female Tethyrian human wizard 14), heir of House Wands, who tutored her in the Art. Like Jandar, Corinna was until recently a member of the now-defunct Foes of the Fang and joined the Order of the Aster upon her return to Waterdeep. Corinna continues to keep her ear to the ground for rumors of vampiric activity in the City of Splendors, but no such rumors have surfaced of late.

Corinna continues to rely on her half-brother, **Djarrus Gost** (NG male Illuskan human aristocrat 11), for news and information on vampire activity in western Faerûn. Unbeknownst to anyone but Corinna and Jandar, Djarrus was the silent patron of the Foes of the Fang, donating money and resources to the group's efforts and supplying them with information about ongoing vampire activity in the North. Of course Corinna would be horrified to learn that Djarrus is a dominated servant of Artor Morlin.

If the heroes contact her, Corinna can relate any or all of the following, in response to relevant questions:

- A full accounting of a standard vampire's abilities and weaknesses.
- The history and experiences of the Foes of the Fang.
- If asked about Dhusarra or the Company of the Red Dawn, Corinna can track down accounts in the library of the Spires of the Morning that give complete answers to both.

Corinna is extremely reluctant to reveal the name of her half-brother, the source of Corinna's information about the bloodroot supply, so she is purposefully vague about how she learned the information. Corinna trusts Djarrus with good reason, as his tips have never been wrong and he's a man of great character. Corinna might be willing to reveal his identity and write a letter of introduction if the adventurers demonstrate their prowess by dispatching a dangerous vampire and making a successful DC 30 Diplomacy check.

Hendever's Coffers and Coffins (EL variable)

Hendever's Coffers and Coffins is a business in Waterdeep's Trade Ward, located on the south side of the Coffinmarch, two doors west of the intersection with Spindle Street.

Hendever the Carver (LN male Chondathan expert 3) and his slow but sturdily built son Chever (N male Chondathan expert 1) make their living fashioning quality coffers and coffins. Both men live above the shop in a simple apartment and largely keep to themselves. They are well regarded by their neighbors and other members of the Guild of Fine Carvers.

After selecting their shop as her aboveground lair, Dhusarra quickly dominated both men and set them to building as many coffins as possible. Hendever and Chever now spend every spare minute building coffins, and their shop, cellar, and apartment are filled to the brim with the product of their labors. Patrons who visit the shop see nothing out of the ordinary, other than the fact that Hendever apparently has a lot of inventory to sell. Of course, neither Hendever nor Chever can whisper a word about their unwelcome tenants thanks to Dhusarra's domination.

Doors: The two exterior doors are reinforced wood with locks. Interior doors are simple wood and do not have locks.

Strong Wooden Doors: 2 in thick; Hardness 5; hp 20; Break DC 25; Open Lock DC 20.

Walls: The shop's interior and exterior walls are wood.

House Walls: 1 ft. thick; Hardness 5; hp 120; Break DC 22; Climb DC 21.

Windows: The shop's four windows are all on the front wall, facing the street. Each is about 3 feet square and fitted with dingy leaded glass and wooden shutters that swing close and latch. The windows can be opened for ventilation and light, but can be closed and latched to keep them from blowing open in severe weather. Hendever normally leaves at least one window open at all times.

Wooden Shutters: 1 in thick; Hardness 5; hp 10; Break DC 13.

Glass Window Panes: 1/4-in. thick; Hardness 1; hp 1; Break DC 5.

Development: The heroes might track Dhusarra and her pack back to their lair in any number of ways, including spells such as *divination*, *locate creature*, and *scrying*. Alternately, the adventurers might defeat Dhusarra or one of the wolfspawn and simply follow the monster in gaseous form back to its coffin.

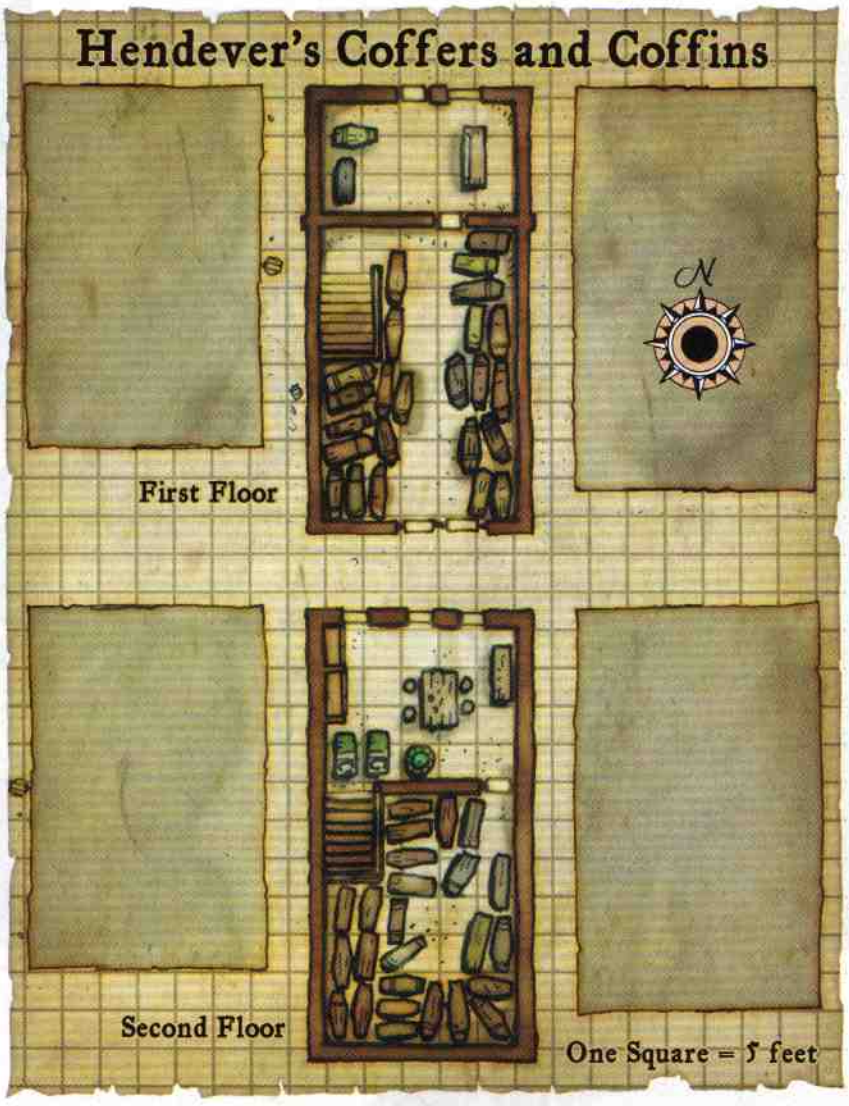
Once the lair is located, the heroes might attempt to enter overtly or surreptitiously. The building is not particularly secure, but the sheer number of coffins within makes it very difficult to identify which coffins the vampire and her wolfspawn pack are using.

Depending on the PCs' tactics, they may or may not attract the attention of the Watch. If the Watch becomes involved, valuable time may be lost explaining why the PCs need to invade a law-abiding business, which might give Dhusarra and her pack time to escape and establish another lair elsewhere in the city.

Dhusarra's coffin is located on the second floor, in Hendever's closet. The coffins of the wolfspawn pack are scattered throughout the first and second floors.

In addition to Dhusarra and her wolfspawn pack, who may or may not be in residence, Dhusarra has created a dozen zombies and scattered them throughout the shop in coffins as well. She has done this in order to confuse *detect undead* spells and similar divinations. Each zombie holds a bell it has been instructed to ring before attacking if its coffin is opened. Dhusarra does not expect the zombies to be much help in combat, but she does hope their presence sows confusion, to her advantage.

Human Commoner Zombies (12): hp 16 each; *Monster Manual* 265.



CONCLUDING THE ADVENTURE

If Lord Orlpar dies, Waterdeep is relieved of a notorious parasite, but the PCs may have earned the enmity of a powerful noble house, not to mention his allies in the Xanathar Thieves' Guild, due to their indirect involvement. If Lord Orlpar survives, then the heroes have the unlikely thanks of one of Waterdeep's most prominent drug dealers, a debt of gratitude that may someday prove useful, albeit distasteful.

If Dhusarra and the wolfspawn pack are destroyed, the heroes have won a great victory, making Waterdeep (and Undermountain, for that matter) indisputably safer. If Dhusarra survives, however, then the heroes have the ire of an undying foe who retreats to lick her wounds and plot her revenge.

Of course, even if Dhusarra is destroyed, the city still faces the larger menace of the Baron of Blood. Be sure to check out DUNGEON #127 and #128 for parts 2 and 3 of the Vampires of Waterdeep Campaign Arc and the continuation of the vampire hunt. If the PCs follow Dhusarra's hints and investigate the Dungeon of the Crypt, they may not finish this adventure until after the conclusion of the other two.

Although years of French lessons went in one ear and out the other, Eric L. Boyd eagerly soaks up every bit of Realmslore he can get his hands on. This fascination with all things Faerûnian (his wife might call it an obsession) has led him down the dark and treacherous path of freelance game design in the late hours of the night. Eric's most recent foray to the Forgotten Realms, by way of a portal from Ann Arbor, Michigan, led him to the City of Splendors. His previous efforts for DUNGEON *magazine include "Sleep of Ages" (#69) and "Eye of Myrkul" (#73).*

scaling the adventure

"Blood of Malar" is designed for a group of four 13th-level characters, but with a little work it can be adapted for use by 12th-level characters or 14th–15th-level characters. Simply adjust all NPC character levels up or down as appropriate by a number equal to that which the average party level of your group deviates from 13. Don't forget to modify the amount of treasure found in the adventure appropriately. Specific changes to the adventure include:

12th-level parties: Remove two wolfspawn from the wolfspawn pack, and remove Seirtych's disintegrate eye ray.

14th–15th-level parties: Add three or four wolfspawn to the pack, advance Seirtych by three or four Hit Dice, and give him back his central eye and the antimagic cone.

The Menagerie

BY B. MATTHEW CONKLIN III
BY TONY MOSELEY
BY TONY MOSELEY
ANY SETTING | MID-LEVEL (6TH–12TH) | URBAN

Magical trinkets, unusual creatures, strange and mysterious artifacts, and more can be had at a discount at Gwen's Relics on Church Street. Now, the store's most outrageous acquisition has arrived, and the resulting chaos threatens to destroy the shop and release a plague of monsters into the town. Can the PCs stop the catastrophe before it spreads too far?

"The Menagerie" is a short urban DUNGEONS & DRAGONS side trek suitable for four characters of 6th-level, scaleable for levels 4–8. This adventure can be set in any town in almost any campaign setting.

ORIGINS

This short adventure won the Origins/ *DUNGEON* Side Trek Design Competition, announced in *DUNGEON* #122. In honor of his winning entry, Matt received a free trip to the Origins International Game Expo, which took place June 30th to July 3rd at the Greater Columbus Convention Center in Columbus, Ohio. Keep your eyes peeled for a similar contest tied to next year's Origins International Game Expo!

Adventure Background

Gwendolyn Fine is a well respected (if eccentric) member of the community. Over the past few years she has made a healthy living selling magical trinkets and rare items to townsfolk and passing adventurers. The locals know of her interest in the unusual, and bring her anything they find that seems bizarre or magical.

Yesterday a local fisherman named Javers Ibbelbbek found a weird snake down by the lake when he went fishing. In all his days he had never seen such a thing, so he trussed it up and carted it all the way to Gwen's Relics. Gwen was busy with a customer when he got there, so she had him put the snake in her back room with the rest of her menagerie, warning him not to touch anything. Javers did as he was asked and then returned to wait for Gwen's appraisal in front of the shop. Just then there was a horrible ruckus in the back room. Gwen went to investigate and discovered that all the animal cages had been unlocked. It was no "weird snake" that Javers had brought into her shop, but a stunned ravid. A planar cataract had knocked the creature unconscious and transported it to the Material Plane. After it recovered in Gwen's shop, its ability to animate objects opened all the locks on the cage doors. Javers poked his head in the back room just in time to witness Gwen's petrification by an escaped cockatrice. Panic ensued as the customers fled into the street. Gwen's helper Elgeen arrived at the shop just as Javers came running outside yelling "The monsters are loose!"

Adventure Synopsis

The characters are tasked with recapturing the escaped monsters, alive if possible, and restoring Gwen. Additionally, they must confront the cause of the commotion, an agitated ravid cornered in the upstairs bedroom.

Adventure Hooks

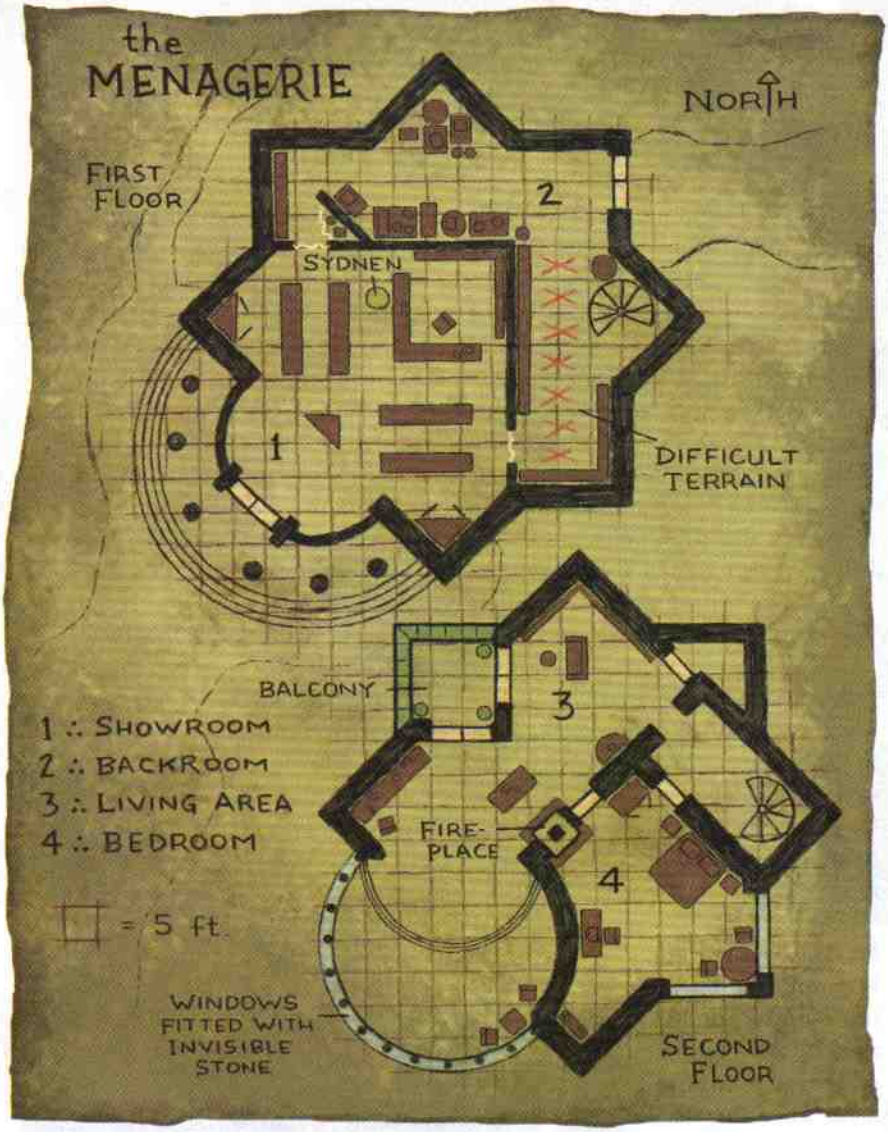
PCs could be on their way to the shop to purchase potions, alchemical equipment, or material components when they see Javers and the other customers running outside. It is also possible that the town guard, unused to dealing with such exotic threats, calls in the characters as specialists.

GWEN'S RELICS

A crowd has gathered outside a small shop that has the words "Gwen's Relics" painted over the front door. A short, plump villager with balding white hair prowls around in front of the crowd, urging them to flee the monsters that are running amok inside the shop. Meanwhile a young man with fair skin and dark hair stands in front of the door, preventing anyone from entering or leaving the store.

Elgeen Vonnil (LN male human expert 2) is the man standing at the shop door when the PCs arrive. As soon as he recognizes that they are capable adventurers, he motions them over. He explains that he works at the shop and begs the characters to go inside and recapture the escaped monsters. He wants them alive because they are part of a special order and need to be preserved if at all possible. As for Gwen's petrification, Elgeen is sure that she had a few jars of *stone salve* upstairs in her workshop just in case something like this happened. If asked why he doesn't go in and take care of it himself he responds: "Who, me? Are you crazy?"

Elgeen is a young man who acts and dresses in a professional manner, though he comes across as a terrible



know-it-all. He is deeply concerned about Gwen, but a bit of a coward. He is reluctant to promise the characters rewards for their work, deflecting that responsibility to Gwen when (and if) she is rescued. He knows how much the magical beasts and monsters are worth and tries to persuade the characters to capture rather than kill them: "After all, they're only *small* monsters."

He can provide the characters with a list of missing creatures: a pair of cockatrices (one cockerel, one hen), one darkmantle, and a trio of shocker lizards. Elgeen doesn't know about the rust monster because he's been off for a few days. For more information on the details of what happened, Elgeen refers the PCs to the man exhorting the crowd to flee, the only witness to the event, Javers Ibbelbbek.

Talking with **Javers Ibbelbbek** (NG male human commoner 4) poses its own problems. Normally a solid if simple man, Javers has been thrust into a situation beyond anything he could imagine and is in a state of shock. He can describe the creatures he saw in the back room but does so in very simple terms since he was rather more preoccupied with fleeing for his life. Javers describes the corpse-colored chickens the size of large turkeys and the big silvery snake. He only mentions its single claw if pressed for details. Personally, he thinks it's some sort of albino crocodile that lost three of its legs.

Javers is a local fixture. He makes it his business to make folks happy and be involved in the community. In return the community allows him to live mostly free of charge. He is tall and rotund thanks to frequent social calls made during mealtimes. His hair is little more than a short, white fringe around the edge of his head. The ever-present smile he usually sports has turned into a look of concern over the trouble he believes he has inadvertently wrought.

1. Showroom (EL 5)

Darkwood racks and shelves filled with unguents, powders, and preserved animal parts occupy most of the room. A series of wall-mounted candles and several balls of lazily floating light provide dim illumination. The east side of the room sports a three-and-a-half-foot-tall L-shaped counter. Standing in the

Cockatrice

center of the room is the statue of a man holding a jar. He looks down at the floor with a perplexed expression on his face.

The ceiling of the room is 12 feet high. The wood shelving units are 8 feet tall and have no backs or interior dividers. Medium and larger creatures cannot pass through the shelves, but Small characters can squeeze across to another aisle. Tiny and smaller characters only have to squeeze if the shelf is unusually full (30% chance).

The floating lights are permanent *dancing lights* spells (caster level 12th) placed here for effect while the candles are normal scented candles.

Creatures: The two cockatrices fled into this room after the ravid's *animate object* ability jostled and then opened their cages. They surprised Gwendolyn in the hall to the backroom and then burst into the showroom, where one of them petrified a customer named Sydnen Brear, who is now a statue in the central aisle.

Cockatrice (2): CR 3; hp 24 each; *Monster Manual* 37.

Tactics: One cockatrice lurks in the shelf attached to the north wall. It is currently squeezed in, motionless and hidden among the shelf's dried lizards (+2 circumstance bonus on Hide checks). It remains there until someone disturbs it, at which point it either attacks (if the target is in melee range) or awkwardly flies to the opposite side of the room. The cockatrice tries to avoid combat, fleeing most of the time and turning to attack at random intervals or whenever it feels cornered. After an attack it tries to fly to a safer location.

The other cockatrice waits atop the shelves near the statue and jumps down on anyone who approaches. It flees if it is attacked first, following the above pattern. This one is more aggressive, and takes attacks of opportunity if it can.

Development: Sydnen Brear is a local aristocrat who was out shopping when he was attacked by a cockatrice and failed to resist its petrifying bite. He gladly rewards anyone who returns him to normal with the sum of 900 gp.

Treasure: The showroom is filled with racks, shelves, and baskets full of arcane items of all descriptions. Most of the inventory consists of perfectly normal items such as herbs, candles, chalk, scented oil, incense, good luck trinkets, and curios (refer to the *Player's Handbook* 126 for approximate value). Behind the counter, Gwen keeps a supply of antitoxin (6), tindertwigs (100), an everburning torch, and a few (4) flasks of acid. She also keeps a pair of tanglefoot bags under the counter to slow down potential thieves.

Ad Hoc Experience Award: Characters who succeed in capturing rather than killing the monsters from the menagerie receive 125% of the normal XP award for each captured monster.

2. Backroom (EL 4)

Overturned boxes, crates, and cages meant for small animals fill this storeroom. The contents of the shelves (herbs, oils, and powders) lie scattered about the floor. The lower half of an iron spiral stairwell that leads to the second floor seems to be missing. Beneath the remaining stairs lies a small pile brown dirt or dust.

The rust monster ate the lower section of stairwell, while the overturned boxes and supplies are primarily the work of the ravid. Most of the cages are intact (including a wooden crate held together by wood pegs built for the rust monster). At the DM's discretion there may be more animals trapped inside their cages, or free and hiding in the room.

The boxes in the room are filled with stock for the storefront shelves. For purposes of movement, areas filled with debris are considered difficult terrain.

Standing in the northern section of the room is the petrified **Gwendolyn Fine** (CG female human sorcerer 12).

Characters need to make a DC 10 Climb check to pull themselves up to the second floor, as the lower 7 feet of the stairwell has been reduced to a pile of rust.

Creatures: The two prime threats in this room are an agitated darkmantle and a hungry rust monster. The darkmantle is perched on the ceiling of this room over the southern entryway. Meanwhile, the rust monster is busy devouring the base of the metal spiral stairs. It has yet to turn its attention to the metal cages used to hold the smaller creatures.

Darkmantle: CR 1; hp 8; *Monster Manual* 38.

Rust Monster: CR 3; hp 38; *Monster Manual* 216.

Tactics: The darkmantle uses its *darkness* ability the moment a creature comes within 10 feet of it. It then glides down to attack the smallest humanoid it can find. The rust monster rushes toward the largest concentration of metal it can find (usually the someone wearing heavy armor) and relentlessly pursues it until it has won itself a meal. At that point it stops to eat for 1d6 rounds before either returning to eat the stairs or wandering off to find another large concentration of metal. The rust monster is not at all deterred

by the darkmantle's *darkness* when there is food to be had. It uses scent to pinpoint sources of nourishment within the darkened area. Both monsters retreat if reduced to half their hit points.

Ad Hoc Experience Award: Characters who succeed in capturing rather than killing the monsters from the menagerie receive 125% of the normal XP award for each captured monster.

3. The Living Area (EL 6)

These quarters are in shambles. Books, cooking utensils, seat cushions, and chairs lie strewn about as if a small tornado had been let loose in the room. Along the northern wall just west of the balcony stands a large table with the remains of an alchemy lab upon it.

Creatures: Three shocker lizards got the ride of their lives when their wood and metal cages rolled up the stairs after the ravid. The cages deposited them here before becoming inert. When the characters arrive, the curious lizards have just drunk a combination of spilled potions and other chemicals from the remains of the alchemy equipment; this has resulted in them developing some unusual abilities. One of them (Malash) is under the effect of a strange mixture of potions that has enlarged her to 10 feet tall for the next 50 rounds.

The two wooden doors to the southeast, a wooden chair, and a hat stand have become animated objects thanks to the ravid's presence in the next room.

MALASH **CR 2**

Abnormally large female shocker lizard
N Large magical beast
Monster Manual 224
Init +4; **Senses** darkvision 60 ft., low-light vision; Spot +4, Listen +14

AC 17, touch 9, flat-footed 17
hp 23 (2 HD)
Immune electricity
Fort +7, **Ref** +3, **Will** +1

Spd 40 ft., climb 20 ft., swim 20 ft.
Melee bite +7 (1d8+9)
Base Atk +2; **Grp** +12
Special Atks lethal shock, stunning shock (DC 15)

Abilities Str 22, Dex 11, Con 19, Int 2, Wis 12, Cha 6
SQ electricity sense
Feats Improved Initiative
Skills Climb +17, Hide +3, Jump +13, Listen +14, Spot +4, Swim +16

Anaki, erudite female shocker lizard: CR 2; hp 15; *Monster Manual* 224. Anaki is under the effects of the following potions: *fly* (25 rounds), *fox's cunning* (15 rounds), *tongues* (2 hours).

Chunder, hasted male shocker lizard: CR 2; hp 13; *Monster Manual* 224. Chunder is under the effects of the following potions: *blur* (15 rounds), *haste* (9 rounds).

Animated chair: CR 2; hp 24; Spd 40 ft.; SQ hardness 5; *Monster Manual* 13.

Animated hat stand: CR 2; hp 30; Spd 40 ft.; SQ hardness 5; *Monster Manual* 13.

Animated slamming doors (2): CR 2; hp 28; SQ hardness 5; *Monster Manual* 13.

Tactics: The animated doors cannot move from their hinges and slam attack anyone within range. The hat rack and chair attack the moment the characters enter room, launching themselves toward the nearest target. Being more mobile than the doors, they move around the room randomly attacking characters and shocker lizards.

The shocker lizards fight only if they feel threatened. Anaki, with her greater than normal intelligence, uses cover and tactics as best she can.

Development: While the animated objects cannot be parleyed with, characters can negotiate with the shocker lizards. If characters can adjust the shocker lizards' starting attitude of unfriendly to friendly using wild empathy (or in Anaki's case, Diplomacy) the lizards will allow the characters to pass without a fight and may even aid the PCs if they can be made helpful. While she is under the effects of the *potion of fox's cunning* Anaki can convert the other two lizards' attitudes to friendly as a full-round action, but only does so if she is convinced that the characters are on her side.

Treasure: A complete alchemist's lab could be salvaged from the ruins of the set on the table. A couple of potion vials remain sealed, including a *potion of darkvision* and a *potion of fox's cunning.* Several of the books in the room are collectors' editions worth a total of 500 gp if they can be salvaged before the lizards destroy them.

Ad Hoc Experience Award: Characters who succeed in capturing rather than killing the monsters from the menagerie receive 125% of the normal XP for each captured monster.

Randomly Animated Objects

Roll	Size	Example Items
1–25	Diminutive or smaller	Writing supplies, knick-knacks, food (Note: These items are so small as to be inconsequential in a fight).
26–40	Tiny	Boxes, books, shoes, potted plants, large kitchen utensils, large beakers, small articles of clothing.
41–65	Small	Dresses, gowns, jackets, large tomes, footstools, bedstands, large cushions, scrolls.
66–85	Medium	Tables, chairs, rugs, doors, cages, long scrolls.
86–100	Large	Workbenches, desks, large tables, bookcase, heavy curtains, shelving unit.

4. THE BEDROOM (EL 7)

A sweeping wall of picture windows grants a stunning view of the city skyline in what was once a very tastefully designed sleeping chamber. The contents of the dresser and wardrobe lay scattered on the floor and tossed on the bed. The bed sheets and quilt are in a pile on the floor.

Creatures: The ravid is in this room, accompanied by an ever-changing collection of animated objects that follows it as it snakes through the air, pounding on the two picture windows, desperate to be free of the shop. It reacts like a cornered animal when the characters arrive and mentally directs its personal menagerie to drive off the characters. Every round the ravid is conscious, it animates some random item in the room (an effect that lasts for 20 rounds). To simplify bookkeeping and fit with the chaotic situation, assume that in each combat round the ravid either renews the expired duration on an already-animated item or animates a new item within 20 feet (50% chance of either). The ravid can never have more than twenty items animated at one time. Other items in the house that may have been animated by the ravid become lifeless when their time expires. Use the chart and the animated objects entry in the *Monster Manual* (page 13) to determine the statistics of the objects it animates. If the ravid runs out of a particular size of item in the room, re-roll until you get a usable result or select an item in the adjacent room. The ravid starts the encounter with one animated object from each size category from Tiny through Large, along with numerous smaller objects.

Ravid: CR 5; hp 22; *Monster Manual* 213.

Treasure: Aside from items normally found in a bedroom, the ravid's power has brought items from the entire shop here, including four jars of *stone salve*, which may or may not be animated.

Concluding the Adventure

The adventure ends once the characters have dealt with the monsters. As a reward for rescuing her and dealing with the problem, Gwen offers the characters 2,000 gp in magical equipment minus 50 gp per Hit Die of any slain monsters (not counting the ravid or any of the animated objects).

Matt has a "Menagerie" of his own in the form of his two-pound dogs, Allie and Roo.

Scaling the Adventure

The adventure can accommodate characters as low as 4th level by simply removing the "capture" stipulation for the monsters encountered and then removing one or two animated objects from the beginning of the last encounter. To increase the difficulty, simply advance the creatures relative to the characters and give the ravid more animated objects to start with in the final encounter. Remember to adjust the treasure awards to reflect the new encounter level.

Mt.Zogon
SEE THAT BUTTERFLY-FAIRY, MUSHROOM? YOU CAN TELL SHE'S DYING BY HOW HER WING-COLORS ARE FADING. SHE'S BEEN DYING ALL MORNING...
LIFE IS SUCH A DELICATE, FRAGILE THING! EVEN A FAIRY THAT WOULD OTHERWISE LIVE 500 YEARS IS STILL SUSCEPTIBLE TO INJURIES AND POISONINGS AND OTHER DANGEROUS STUFF.
OH. LOOK. SHE'S DEAD.
HER STRUGGLE IS OVER... AT LONG LAST.
PLUNK
WHAT TOOK HER SO LONG TO DIE?
I DIDN'T PUT ENOUGH POISON ON THE FLOWER.
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THE CAMPAIGN HANDOUT

BY MONTE COOK
BY KYLE HUNTER

The confluence of DM creativity (world creation) and player creativity (character creation) can sometimes be difficult. Like in so many cases pertaining to good DMing, the solution lies in communication. The DM needs to tell the players what the setting and the campaign are all about as surely as the players need to communicate to the DM what kind of characters they want to create and play. If Rule 0 in character creation is "Check with your Dungeon Master," Rule –1 is "The Dungeon Master should give the players some idea of what the campaign is all about."

Perhaps the best way to do this is to create a campaign handout that the players receive at the very beginning of the campaign—or, even better, before that. Campaign handouts summarize the broad details of the campaign so that everyone starts out with some basis of understanding. Unless the PCs are visitors from another world, they are likely to know at least the basics of the world in which they live. The campaign handout serves as that knowledge.

WHY DO A CAMPAIGN HANDOUT?

Does every DM need to do a campaign handout? Probably not. A very simple campaign, or one that's highly derivative of something else (the FORGOTTEN REALMS, Middle Earth, or medieval England) might not require one. However, even for a simple campaign, they are a useful tool and a fun way to begin the game.

A well-done campaign handout serves a number of purposes:

1. It introduces the players to the setting.
2. It serves as a reference throughout the campaign, allowing players to refresh their memories regarding important aspects of the setting.
3. It provides players enough information to create characters appropriate for the campaign, and roleplay with personalities of people who belong in the setting.
4. It piques the interest of the players, foreshadows possible adventures, and sets a tone for the campaign.

Campaign handouts can take many different forms, but generally there are two types: a simple list of facts and an actual prose narrative.

A SIMPLE LIST

You don't have to be a novelist or essayist in order be a good DM. The skillset for being a writer and the skillset for being a DM are somewhat similar, but are not the same. Your campaign handout might just be a list of things that the players need to know. Engaging prose, intriguing imagery, and even complete sentences might be more than you want or need to deal with. But you still want to communicate the highlights. For example, this list might include:

1. The name of the main kingdom, its capital, maybe a couple of large cities, and the names of nearby kingdoms (if you've got a map sketched to show this information, all the better).
2. The basic government type under which the people live (a hereditary monarchy, a theocracy, etc.) and possibly the names of important NPC rulers—unless that's wholly unimportant in the campaign.
3. A brief description of the kind of people the PCs should expect to meet, particularly at first. For example, if the area is full of religious pilgrims,

list that. If it's a frontier full of rugged settlers and adventurers, list that. If almost everyone in the area is a human, although a few halflings from the south occasionally come into the land for trade, tell them that.

4. A brief description of the kinds of foes they might expect to encounter, particularly at first. This doesn't have to presented in so obvious a context, however. You might list these as potential "troubles," like, "there are hobgoblin bands raiding towns in the hills to the west," or "the nearby forest teems with strange plant creatures and dire animals and so no one goes there." This is an opportunity to foreshadow coming adventures. Of course, it might not be a bad idea to toss in at least one red herring, just to keep them guessing.
5. A brief overview of local religion, and what gods are commonly worshiped. (And probably alignment, domains, symbol, and favored weapon for PC clerics.)
6. Any significant historical events that contribute to future events in the campaign. For example, if the PCs will probably end up exploring the ruins of a city destroyed in a magical cataclysm, you may want to discuss the event briefly.
7. Any special guidelines you have for creating characters, including how to generate ability scores, classes and races available, and/or what books players can use to select feats, spells, and other options.
8. Your house rules.

You might look at such a handout as an outline, perhaps one that you elaborate on verbally as you go over it with your players.

A NARRATIVE

If you've got more to say than just a list of quick facts, names, and places, you probably want to create a narrative. This is more along the lines of what you might see in a professionally published campaign setting, although it need not be nearly as complete or detailed (if for no other reason than professional campaign settings are full of DM-only material).

In your narrative, you'll cover most of the same topics as with a simple list. The difference is that you'll provide a greater level of detail. More than just the name the ruler, you provide a few sentences describing him or her, probably from the perspective of the common folk (the perspective the PCs are likely to share).

Another difference is that with a narrative, you communicate a mood and tone with your writing. The narrative gives you the chance to convey the horrific deeds of the half-demon theocrat of the evil empire, or the nobility and self-sacrifice of the champion of the knightly order that protects the elven lands of the north.

WHAT TO INCLUDE

Every DM's campaign handout will be different, if for no other reason than every campaign is different.

Think about the things that every person who lives in a place knows about that place: the general lay of the land, the identities of the important people, the basic nature of the gods worshiped there, the creatures that live in the area, and the way that people look at the world and get by in it. Anticipate the players' questions about the world, and answer them here. Think about what you would want to know if you were starting a new character in a new setting.

Remember to include only things that everyone knows, but don't hesitate to include information that is only rumor or speculation. Some of it can even be wrong, although a commonly held belief.

Specifically, consider these general areas:

Geography: The players need to know the name of the kingdom in which they live, and what's nearby. The goblin-infested mountains lie to the north, and the great inland sea lies to the east, important for trade in the region. As stated earlier, you can skip most of this if you just provide the players with a map.

Politics: While this includes the name and details of the king of the land, the mayor of the town where the campaign starts, and so forth, it also includes more complex topics as well. The fact that the king only gained the throne because his older brother disappeared mysteriously is good for some intrigue and implies a lot about the king, and the nobility in general.

Plus, don't forget other organizations and groups of importance. Is there a thieves' guild in the city? Knightly orders? An organization of mages? You might also include brief notes of how these groups interact (if at all), and how people feel about them in general. Does the wizards' guild get along with the local religion? Does the queen allow the assassins' guild to operate because they swore an oath never to take the life of a noble?

Religion: Think about this topic from two points of view. First, consider it from the point of view of the common folk, and perhaps adventurers in general. What gods do most people worship, and why? What's an appropriate deity for a ranger to revere? And so on. Second, think about it from the point of view of clerics. They need to know about domains, favored weapons, and so forth. They're also going to want to know how the people look upon the clergy of various gods.

The Supernatural: This includes interesting topics like magic and monsters. Do common people believe in or understand magic and what it can do? How aware are they of monsters like orcs, dragons, or otyughs?

If you've given some special thought to how magic works in your campaign, or you've deviated from the core rules in some way, include that information here as well.

Other Threats: Drop hints about possible upcoming adventures with mentions of things like raiders from the east, pirates along the coast, and a scheming cleric in the capital city with a surprising amount of public support.

A Few Interesting Specifics: Amid the generalities, include a few specifics. Specific details are always more interesting than broad statements. The head of the mage guild has a jewel in place of his right eye, said to be magical. The

most popular tavern in town has a dagger-throwing contest every month, and awards a silver dagger to the winner. One of the king's guards is an ogre with a spiked chain made of a strange greenish metal. The tallest mountain in the eastern range glows with a golden light every four years at exactly midwinter, although no one knows why.

Game Information: Use the campaign handout as a way to lay out what supplements you use in your game, what method you want to use to create characters, house rules and table rules you have in your game, and so on. This is handy not only because the players will have something to refer back to in this regard, but also because it will encourage you to give out the handout before anyone creates their characters, which is the optimal way (it's nice for players to know a bit about the world before they make their final character choices).

Interesting Things to Include in a Campaign Handout

These short and easy campaign elements can go a long way towards giving your campaign world a distinctive feel.

Calendar: Providing a calendar shows what people in the world call the various months, weeks and days as well as important dates and holidays.

Customs: Provide the players with two or three specific customs observed in the land. Perhaps swordsmen "peace-bond" their blades and newcomers to the capital city must pay homage to a hero's statue.

Idioms: Nothing conveys flavor like language. Come up with a couple of exclamations that people use, like "By Vital's Axe!" Or develop one or two local names for common items like calling orcs "beastmen," or spellcasters "spellweavers," or something similar.

Relationships: How do the elves feel about the dwarves? How do the people of the Free Kingdoms treat outlanders? How do common folk and the nobility react to adventurers?

WHAT NOT TO INCLUDE

There are a few pitfalls to avoid when creating your campaign handout.

Redundant Information: If you're using the *Player's Handbook* as the basis of the game, just state that and move on. You don't have to then reiterate what elves or dwarves are like—unless it's different that the information presented in the core rulebook.

Extraneous Information: Don't give them any more than what they need. This is perhaps the most common pitfall. Just because you have outlined the lineage of the royal family going back twenty generations, that doesn't mean the players need to know about it, at least not right away. DMs often get very wrapped up in their world, and pour a copious amount of effort into all the details of the setting. That can be great for adding flavor and realism to the campaign as it progresses, but be wary of overwhelming the players with too much information, particularly at first. Remember that you will always know a great deal more about your world than the players. They just don't need as much information as you do, and—frankly—they almost certainly don't want to know every little detail you've come up with. They're interested in what's immediately going on in the adventure, not the average rainfall along the eastern coast at midsummer.

Boring Bits: Lastly, although it shouldn't need to be said, it's important to remember that as soon as your players get to the "boring part," they're going to stop reading. The trick, then, is to not have a boring part. If a fact isn't immediately applicable or intriguing, leave it out. This is tied closely to the previous point. If a detail isn't obviously interesting to a PC, leave it out. "Interesting," in this context, means something original, mysterious, or useful. "Original" means something that sets your campaign apart from a typical campaign—bugbears are a noble, honorable race. "Mysterious" means anything intriguing that could spark an adventure or warrant investigation—the lord knight is always seen with a dark-robed, silent woman walking two steps behind him, but no one knows who she is. "Useful" is anything the PCs *need* to know in order to function, which could be the knowledge that there's a jungle to the south inhabited by psionic serpent people, that magical compulsions are illegal to use on other citizens of the empire, or that you use a point-buy system to determine ability scores.

Monte Cook is the author of the DUNGEON MASTER'S GUIDE. *Check out his publishing company, Malhavoc Press, at montecook.com.*

Specific Handouts

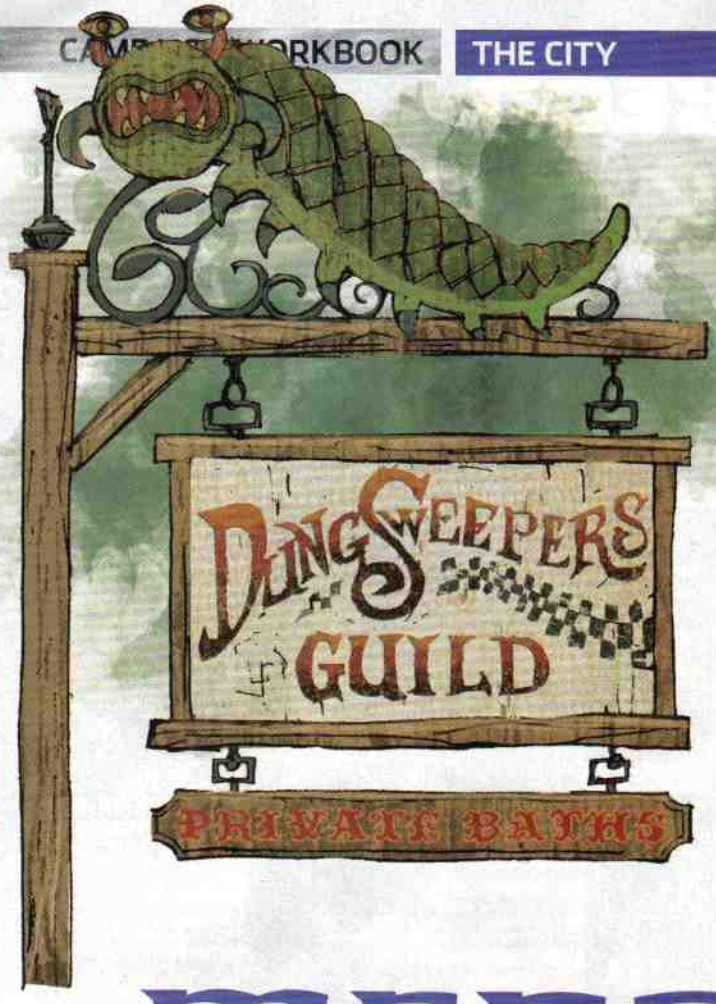
DMs with a lot of ambition and time to spend on their campaign might want to consider coming up with specific handouts for each character or character type. If a player chooses to have her PC hail from a certain nearby kingdom, give her a handout with lots of information about that kingdom that the other players aren't privy to. If a player chooses to be an elf, give him a handout that details the campaign from the elves' point of view.

A less intensive method would be to create a general handout, and then a short addendum based on specifics. Thus, everyone gets your three-page general campaign handout, but the player playing a dwarf also gets the dwarf page, and the guy playing a cleric gets a special page about religion, and so forth.

Multiple Handouts

One way to make sure that you only give the players what they need is to plan on giving out multiple short handouts as the campaign progresses. At the beginning of the campaign, give them only the most basic, rudimentary information about the world. As things move along, and they travel more places, give them new handouts that expand their horizons a bit. The advantage is that the players are never overwhelmed with information, which can happen if they get a lot of information right away at the beginning when they're also trying to get used to their new character, the new party, and so on.

This works particularly well if the game starts out in a remote area and with characters coming from humble backgrounds.



MERCHANT MADNESS

BY ASHAVAN DOYON
BY KYLE HUNTER

A city's merchant guilds provide a dizzying array of possibilities for adventure. Five examples of guild-related adventure hooks are provided here. These scenarios are open-ended and could lead to anything from a single encounter to an extended campaign.

THE ORDER OF HERBALISTS AND APOTHECARIES

Zilbur Englecut (NG male gnome expert 5) has been with the Order of Herbalists and Apothecaries for over 50 years. In all that time, he has never been as concerned as he is now. People all over the poor quarter have been coming down with a dreadful disease. Zilbur, the eldest and most learned apothecary in the city, was called in to investigate. He discovered that the culprit is not a disease at all, but a subtle slow-acting poison. The good news is that the afflicted in the poor quarter are not contagious. The bad news is they're all likely to die unless someone procures a small quantity of izeba leaf for Zilbur, a rare plant that only grows in the dankest swamps. The nearest source lies in the fens 10 miles away. Unfortunately, the fens are also the dwelling place of a fairly sizable tribe of lizardfolk, and the journey is too hazardous for Zilbur to attempt by himself.

To add a sense of urgency you could have the characters accidentally ingest the poison at a local tavern. Once they return with the cure, the adventure continues with a hunt for the poisoner. The poison is essence of naga oil, an extremely rare concoction made from naga fat brewed with certain herbs and allowed to reduce to a potent and dangerous slow-acting poison. Unlike most poisons, the initial damage from essence of naga oil is inflicted two days after ingestion, and the secondary damage one week after that.

Poison, Essence of Naga Oil: Ingested Fortitude DC 18, initial 1d4 Con, secondary 2d6 Con, price 250 gp.

BROTHERHOOD OF DUNGSWEEPERS

Something large and monstrous prowls the city streets at night. **Tol Ramer** (NG male human commoner 2), the head of the Brotherhood of Dungsweepers, approaches the adventurers for help. A member of the guild disappeared last night, and only the shreds of his garments have been found. Members of the guild are typically given fairly wide berth by thieves and pickpockets, and Tol is convinced the disappearance is related to the piles of dung the brotherhood have been struggling with the past few nights. Tol doesn't recognize these droppings, as they don't belong to any of the city dwellers he is familiar with.

Tol has spent 15 years sweeping the streets, and this is the first time he has found something that has really scared him. He's reported the mysterious dung and his guild member's disappearance to the watch, but he's afraid they'll be too late. The guild has scraped together some funds to pay the adventurers if they'll agree to investigate.

The mysterious creature could be a cluster of gricks, a pack of howlers, a solitary lamia that is using its power of illusion to stay hidden, a minotaur that recently escaped an ancient labyrinth under the city, or even a pack of shadow mastiffs that have wrestled free from the magical control of a local wizard, now dead.

MERCHANT FISHMONGERS' ASSOCIATION

There's trouble in the fish market, and the Merchant Fishmongers' Association is not happy about it. **Ida Slickfingers** (LE female rogue 5) runs the association, and is only too happy to explain to the PCs the evil tidings. To hear Ida tell it, the whole problem stems from the black cat that ran through the market a few days ago. Since then, her customers are staying away, complaining of missing valuables and cut purse strings. She begs the PCs to deal with the lawbreakers (and the black cat, if they can find it) using any means necessary, since the city guard avoids the realm of the fishmongers.

Ida is sincere in her wish to have the pickpockets caught, but that is, of course, only part of the story. The thief is an encroacher. Theft in the market is ordinarily the realm of a well-organized, unscrupulous group of young girls who take their lead from Ida herself. Ida's girls are cautioned against taking too much, and carefully select their targets. This new menace has thrown a wrench into the works. Ida has spent years bribing the watch to keep out of the market and away from her girls, and is afraid that if she seeks help from the city watch, she'll never be able to get rid of them. This has led her to seek out the adventurers.

PUBLICANS' GUILD

Eva Landow (N female half-elf expert 3) runs the Shepherd's Mug, a simple tavern on the outskirts of town. She recently discovered that someone was smuggling brandy into the city, avoiding the hefty taxes the city levies on alcohol. This accidental discovery is costing her dear. She doesn't know much about the smuggling operation other that that it exists, but the culprits are trying to put her out of business by framing her for the smuggling ring. Only the word of a regular customer who happens to sit on the City Council has kept her from fines, prison time, or worse. Eva makes a meager living with her tavern, but the Publican's Guild, recognizing that the smuggling ring is an eventual threat to all tavern keepers in the city, has agreed to front the coin to hire some adventurers to investigate.

TEXTILE PURVEYORS' SOCIETY & SKILLED CARTERS AND COACHMEN

Elerian (LG male elf commoner 4) represents the interests of the textile workers and merchants in the city. Recently, several shipments delivered to neighboring towns have been short by several bolts of cloth. The textile workers have investigated, along with the Guild of Skilled Carters and Coachmen, led by **Rolf Underfoot** (LG male human commoner 3), but have been unable to track down the source of the theft. The ongoing problem has resulted in an unprecedented conflict between the two guilds, which normally work closely together. Elerian is reluctant to provide an armed guard for the textiles, as that increases the shipping costs of the guild, but the next shipment is silks, and the loss of even a few bolts could destroy the guild's reputation, not to mention putting Elerian himself out of business. Now the tension between the guilds is rising, as Rolf is taking the proposal for armed guards as an implication that his carters are behind the theft. One of the two sides contacts the PCs: either Elerian, to hire them as guards, or Rolf, to request that they track down the thieves.

The situation is actually even more complicated than it appears. **Ethel Upswitch** (CG female human commoner 3), the head of the Alliance of Tailors and Clothiers, has hired the thieves, part of a local thieves' guild, to create the tension between her colleagues. Elerian has been gouging the local tailors with his prices. By reselling the stolen cloth at a lower price through a third party, Ethel is hoping to force the Textile Purveyors' Society to lower the prices for the textiles that they sell. Ethel has arranged the sale of the stolen cloth to another clothier, to cover part of her payment to the thieves' guild.

SWAMP DANGERS

BY JASON BULMAHN
BY KYLE HUNTER

Swamps and marshes are full of dangers beyond quicksand and deep bogs. Deadly gases, poisonous mushrooms, and insidious plagues lurk in the dank places of the world. Here are some new hazards to challenge your players as they make their way through the fetid waters and marshy plains of the common swamp.

BONE ROT

Graveyards and battlefields within a rotting swamp are breeding grounds for disease. Bone rot is one such terrible ailment. This dangerous affliction causes the victim's bones to become brittle and eventually rot away. Anyone wading through a stagnant pool close to a gravesite risks contracting this ailment. The disease is spread through contact and has an infection DC of 16. It has an incubation time of 1d3 days and deals 1d4 Dex damage as the victim's bones are slowly devoured. Once the victim takes more than 3 points of Dexterity damage his bones become so brittle that he suffers an increased chance of receiving critical hits from bludgeoning weapons. Any time a target with advanced bone rot is struck with a bludgeoning weapon, the critical threat range is increased by 1. This increase does not stack with any other effect that improves the threat range of a weapon. Victims reduced to 0 Dexterity by this disease are unable to move due to extremely brittle bones and require *heal* or similar magic to be cured of this condition.

CHOKING CINDER FUNGUS (CR 2)

This relatively harmless-looking black fungus commonly grows on rotting wood in moist environments. While it is perfectly safe to touch or scrape off, it reacts violently to fire or extreme heat. If wood with choking cinder fungus is burned, it releases deadly fumes in a 10-foot radius that act like an inhaled poison. The initial and secondary damage for this poison is 1d4 Wisdom. A successful DC 14 Fortitude save negates this damage. The fumes disperse after one minute in calm air and as quickly as

one round in a stiff breeze (although a continuous source of burning fungus will extend this duration). A DC 20 Knowledge (nature) or Survival check identifies this fungus.

CORPSE LIGHTS

Often mistaken for will-o-wisps, these small orbs of light are simple static discharges that dance from tree to tree and float along the surface of ponds. Formed from certain decaying plants, these sparks can be identified as harmless natural occurrences with a successful DC 15 Knowledge (nature) or Survival check.

TORMENT TOADSTOOLS (CR 2)

These small, innocuous blue mushrooms release a small cloud of spores when stepped on. These spores cause extreme nausea and vomiting. The spore cloud has a 5-foot diameter and dissipates after only one round. Those that fail a DC 13 Fortitude save are nauseated for 1d4 rounds and then sickened for 1d8 minutes. Those with indiscriminant taste sometimes harvest these mushrooms to create potent ale or to sell them to shady apothecaries. A successful DC 17 Knowledge (nature) or Survival check identifies these mushrooms.

INFERNO VAPOR (CR VARIABLE)

Inferno vapor is one of the most deadly hazards encountered by swamp travelers. Formed in gently bubbling pools, this vapor combusts when exposed to air, but only when the concentration has built up to a high enough level. The result is a small explosion that occurs at regular intervals. A DC 18 Survival check notices the presence of this dangerous gas upon entering its blast radius. There are three common types of inferno vapors as noted on the chart below.

Type	Radius*	Damage	Interval	Reflex Save DC	CR
Candle	10 ft.	4d6 fire	5+1d2 rounds	14	2
Torch	20 ft.	6d6 fire	7+1d2 rounds	16	3
Bonfire	40 ft.	8d6 fire	9+1d2 rounds	18	4

*The radius noted above is from the central point of the pool that creates the vapor. A successful Reflex save halves the damage from the explosion.

PLAGUE GNATS

These small green gnats infest swamplands in large cloudlike swarms. Unlike true swarms, the insects are so small that they do not cause any damage or distraction, are immune to physical harm, and do not have any of the swarm traits. Any area effect fire spell instantly destroys a cloud of plague gnats and strong wind, such as that from a *gust of wind* spell, disperses it harmlessly. Those entering an area containing plague gnats receive dozens of tiny bites from the persistent bugs. Although this causes no damage, those bitten risk contracting plague gnat boils. This disease has an infection DC of 14 and an incubation period of 1 day. Those infected take 1d3 Str damage and break out in large red sores that occasionally release young plague gnats. These new gnats do not pose a threat unless the victim is reduced to 0 Str, in which case the gnats begin to concentrate around the immobile victim, forming a new cloud.

SCARLET HEART MUSHROOMS (CR 4)

Often found next to pools of standing water, these large black mushrooms are known for their heart-shaped red spots. These mushrooms are sensitive to heat, and when any living creature comes within five feet, their red spots burst, releasing a 10-foot cloud of spores. All living creatures exposed to the spores must succeed at a DC 17 Fortitude save or be blinded. This blindness lasts for 2d4 days but can be cured by *remove blindness* or similar effects. Scarlet heart mushrooms are destroyed by any source of cold or acid damage but are immune to fire and sonic damage. Electricity causes the mushrooms to go dormant for one day per point of damage dealt. A DC 20 Knowledge (nature) check identifies these mushrooms as well as their properties.

SPIRIT MOSS (CR 8)

Most seasoned travelers going through marshlands quickly learn to avoid the pale white moss that grows on long dead trees. Those that ignore this simple warning are rarely seen again, their corpses rotting under the tangled beard of this fatal moss. Spirit moss reacts violently, thrashing about when living creatures are within 10 feet. Those within this area must make a DC 20 Reflex safe or be struck by the moss. Once hit, the moss implants spores that burrow into the creature's skin causing 1d4 Con damage. The round after spores are implanted, the victim is overcome by a terrible malaise. Each round, infected victims must succeed at a DC 18 Fort save or suffer 1d6 Cha damage. Victims that reach 0 Cha fall catatonic and moan softly, completely unable to move. From this point, the victim continues to lose Con at the rate of 1 point per day. Upon death, the victim's body sprouts new spirit moss vines and the cycle begins anew. The progress of the spores can only be halted by *remove disease* or similar magic, although applying flame to the affected area the round after contact also eliminates the threat. Healing the Cha damage before killing the spores causes the Cha loss to begin again. Spirit moss is easily destroyed by fire. The moss emits a strange unearthly moaning as it burns. A successful DC 22 Knowledge (nature) or Survival check reveals the threat of this deadly moss.

VIOLET SLIME (CR 3)

This deadly slime lurks on the surface of standing pools. Those wading through a pool containing violet slime find that it clings to them when they emerge. One round later, the slime turns highly acidic as it begins to dry, burning the victim. Those covered in violet slime take 2d6 points of acid damage per round. The slime is easily washed off with water and it is destroyed when exposed to fire or bright light. This acid does not damage metal but wood is susceptible. The slime's properties are revealed with a successful DC 15 Knowledge (nature) check.

GRIDDREZ: SAVAGE DUELIST

BY F. WESLEY SCHNEIDER
BY WAYNE REYNOLDS

Born of a union between the chieftain of her tribe and a human captive, Griddrez only survived infancy because she looked just like an orc. Raised within her father's brutal society, she suffered little prejudice, due to her station as the chief's kin and because her strength and heartiness rivaled all of her peers. Many in the tribe still considered her a freak, however, and Griddrez was taught the fast-paced, animalistic dances of her people rather than the ways of war, forced into a fool's life as the tribe's entertainer.

As she grew, Griddrez often faced the lustful advances of her father's lieutenants as she entertained them in his war hall. Finally, one drunken warchief pursued his intentions too forcefully. Griddrez savaged his throat and hefted his blade to defend herself against his allies. Shocked and enraged as they were, the orc leaders dared not attack their chieftain's daughter in his presence. To the amazement and fury of all assembled, the chieftain decreed that Griddrez had proven more competent than the previous lieutenant and had taken up his blade, making his station and possessions hers to claim. None of the orcs argued with the chieftain, nor did any of them seek to face the one-time dancer while her enemy's blood still dripped from her face. Thus Griddrez became a commander in her father's horde.

Taking her predecessor's station, Griddrez found among his possessions a glimmering torque, a powerful symbol given to the mightiest leaders of her people. Donning this mind-clearing talisman, Griddrez combined her skill as a dancer with her talent for brutal killing and created a savage fighting style. Although many rival warchiefs have tried to assassinate Griddrez or disgrace her in combat, her unorthodox methods and keen mind have seen each of their tusks added to her armor as bloody symbols of prowess, pride, and victory.

APPEARANCE

Strongly favoring her orc ancestry in appearance, Griddrez emphasizes her savage heritage with numerous piercings, ritual scarring, and a complex series of interwoven full-body tattoos. Favoring furs and leathers, often still sporting the bones, teeth, and scales of the creatures that provided them, Griddrez's clothing further accentuates her ferocity. Along with her mane of wild dark hair, small black eyes, and prominent fangs Griddrez strikes a frighteningly brutal figure. Perhaps the only adornment that hints at her more refined tastes is the ever-present gold torque she wears around her neck.

TACTICS

Girddrez favors dynamic ambushes to all other forms of attack. Lacking much in the way of stealth, she eagerly rushes into combat from behind cover—often tumbling and making daring leaps—and rages just before engaging her target. Holding tactics in mind as she rages, Girddrez often attacks the weakest-looking or least ready opponent first, dancing past better-prepared enemies using her Tumble skill and enhanced mobility. Knowing that her survival relies on mobility and brute force, Girddrez often makes use of items like *potions of cat's grace* or *potions of bull's strength* before entering combat.

Once engaged, Girddrez makes competent use of her +2 *gyrspike* to disarm and trip opponents. So disabled, her opponents can rarely withstand the flurry of decisively savage attacks the half-orc unleashes round after round. When possible, Girddrez enters combat surrounded by orc and goblinoid allies, cooperating with them to flank opponents and commanding them as best she can.

DEVELOPMENT

Whether she serves as the champion of a band of orcs or the leader of a legion of barbarians, PCs could encounter Girddrez's unique brand of savagery wherever brutal humanoids reign. Aside from the untamed wilds, such a quick-thinking ravager could easily rise to stardom in a city's gladiatorial pits or provide some muscle to a local thieves' guild.

In Greyhawk, Girddrez might reside within the land of the savage Frost Barbarians. If Girddrez hails from the Forgotten Realms, she could make her home among the Stonelands, Thar, or even among the hordes of the Spine of the World Mountains. If from the later, she might be a cunning child of King Obould Many-Arrows himself, providing his other eight children with significant competition for his throne. In Eberron, Girddrez probably comes from western Khorvaire or either the Ironroot or Endworld Mountains. Seeing her race in decline, Girddrez might attempt to civilize her people, using her keen mind and physical prowess as examples to her race in hopes of uniting them with the other cultured races of the world.

Girddrez **CR 10**

Female half-orc barbarian 7/duelist 3

NE Medium humanoid (orc)

Init +6; **Senses** darkvision 60 ft.; Listen +7, Spot +4

Languages: Common, Goblin, Orc, Undercommon

AC 17, touch 16, flat-footed 11; enhanced mobility, improved uncanny dodge, uncanny dodge

hp 77 (10 HD); **DR** 1/—

Fort +7, **Ref** +9, **Will** +2

Spd 40 ft.

Melee +2 *gyrspike* +14 (1d8+3/19–20) or +2 *gyrspike* +12/+7/+2 (1d8+3/19–20) and +2 *gyrspike* +12/+7 (1d8+2/19–20)

Base Atk +10; **Grp** +11

Special Atk rage 2/day

Combat Gear *potion of bull's strength*

Abilities Str 12, Dex 18, Con 13, Int 14, Wis 8, Cha 10

SQ canny defense, fast movement, illiteracy, trapsense +2

Feats Improved Two-Weapon Fighting, Two-Weapon Defense, Two-Weapon Fighting, Weapon Focus (gyrspike)

Skills Balance +8, Bluff +2, Climb +10, Intimidate +10, Jump +13, Listen +7, Perform (dance) +3, Spot +4, Survival +5, Tumble +14

Possessions: combat gear, +2 *gyrspike*, masterwork short sword, *torque of lucid raging*

Rage (Ex): When Girddrez rages, her statistics change as follows:

AC 15, touch 14, flat-footed 9

hp 97

Melee +2 *gyrspike* +16 (1d8+6/19–20) or +2 *gyrspike* +14/+9/+4 (1d8+5/19–20) and +2 *gyrspike* +14/+9 (1d8+3/19–20)

Abilities Str 16, Con 17

Torque of Lucid Raging

Crafted by savage shamans for use by barbarian commanders, these thick metal chokers allow raging wearers to retain a measure of control despite their battle frenzy. This magic item only aids characters with the rage extraordinary ability. Those that rage while wearing this item are not restricted in the use of skills, feats, or abilities they possess. Thus, a barbarian who rages while wearing a *torque of lucid raging* can use all skills, any feat, and any ability requiring patience or concentration, as well as can cast any spell and activate any magic item (as long as he possesses such skills, feats, or abilities) as if he were not raging. A *torque of lucid raging* uses the same space as a magic necklace.

Moderate enchantment; CL 7; Craft Wondrous Item, *calm emotions*; Price: 9,000 gp; Weight 1 lb.

Gyrspike

A gyrspike is a double weapon. A stout shaft holds a flail on one end and a longsword on the other. You can fight with it as if fighting with two weapons, but if you do, you incur all the normal attack penalties for two-weapon fighting, as if you were using a one-handed weapon and a light weapon.

You get a +2 bonus on your opposed attack roll when attempting to disarm an enemy with a gyrspike (including the opposed attack roll to avoid being disarmed yourself if you fail to disarm your enemy).

You can also use this weapon to make trip attacks. If you are tripped during your own trip attempt, you can drop the gyrspike to avoid being tripped.

A gyrspike is a two-handed exotic melee weapon.

Weapon	Cost	Dmg (S)	Dmg (M)	Critical	Range	Weight	Type
Gyrspike	90 gp	1d6/1d6	1d8/1d8	19-20/x2	—	15 lbs.	Bludgeoning and slashing

IV
FOOL'S ERRAND
First time I step foot outside the Underdark in decades, and I'm dropped by an unseen sniper. Something seems vaguely familiar. Loops told me once that humans excel at finding patterns. I'm sure it was that bloody halfling. Serves me right; they don't need me on the surface."
LOOPS
TAGGIT
DOWNER
THE GITHYANKI
IZANK
DOWNER, VAKE UP! VE ARE BEHIND COVER. THE ULOLOK IS SAFE.
DID IT HEAL ME?
I DON'T KNOW. HOW DO YOU FEEL?
UK...THERE'S A C.M.W. POTION IN MY BELT. YOU HAVE TO TELL ME--WHAT IS THAT RIDICULOUS THING?
A.
X.
B.
IT IS A SACRED GITHYANKI LEGEND. IT IS THE FRUIT OF THE UNION BETWEEN A LOWLY RED SLAAD AND A CREATURE OF LAW CALLED A MODRON. SO MIGHTY IS CHAOS, THAT EVEN WHEN JOINING WITH PERFECT ORDER, ONLY CHAOS IS BORN! SOON A GREAT AGE...
OK. ENOUGH. THAT'S PRETTY @X!-ED UP. ANYWAY, THANKS FOR SAVING ME. DO YOU HAVE A NAME?
BA'ROOSHA.
AM I INTERRUPTING? THE SNIPERS ARE HIDDEN IN THE TREES. AT LEAST FOUR.
SHARP HEARING. EVEN INVISIBLE I COULDN'T GET TOO CLOSE.
HUMANOIDS, THOUGH? I'M NOT WORRIED.
WHAT ARE YOU GOING TO DO?

Story and art by Kyle Stanley Hunter, lettering by Sean Glenn. Downer ™ & ©2004 Kyle Stanley Hunter. A Super Unicorn production. www.superunicorn.com

I'VE GOT PLENTY OF TRICKS LEFT. DRAW SOME FIRE.
SCHING
DOWNER! NOW!
DOWNER! NOW!
DOWNER! NOW!
DOWNER! NOW!
DOWNER! NOW!
HAA!
GU'MAU! P'FASAH! GE! NAU!
IZANK! IT'S GRUGACH! BACK DOWN THE HOLE! BACK DOWN THE HOLE!
DARK ELF! WE HAVE CAPTURED YOUR FRIENDS. DO NOT BE SO QUICK TO LEAVE THEM TO DIE.
WE KNOW YOU BEAR THE ULOLOK. HOW DARE YOU BRING THAT ABOMINATION INTO MY WOODS!
TO BE CONTINUED

DUNGEON #126

MAP & HANDOUT SUPPLEMENT

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THE AGE OF WORMS IS UPON US!
GET IN EARLY ON THE NEW ADVENTURE PATH
DUNGEON
VAMPIRES OF WATERDEEP
SEAN K REYNOLDS WOLFGANG BAUR ERIC L BOYD
MONTE COOK'S DUNGEONCRAFT DOWNER MT. ZOGON

Joachim Barrum

ENCOUNTER AT BLACKWALL KEEP

by Sean K Reynolds

The wizard Allustan requests the party's company on a trip to Blackwall Keep, a militia outpost on the border of a treacherous swamp. But what of the green worms and unkillable zombies plaguing the region, and what fell secret is locked in the keep's forlorn basement? An Age of Worms Adventure Path scenario for 5th-level characters.

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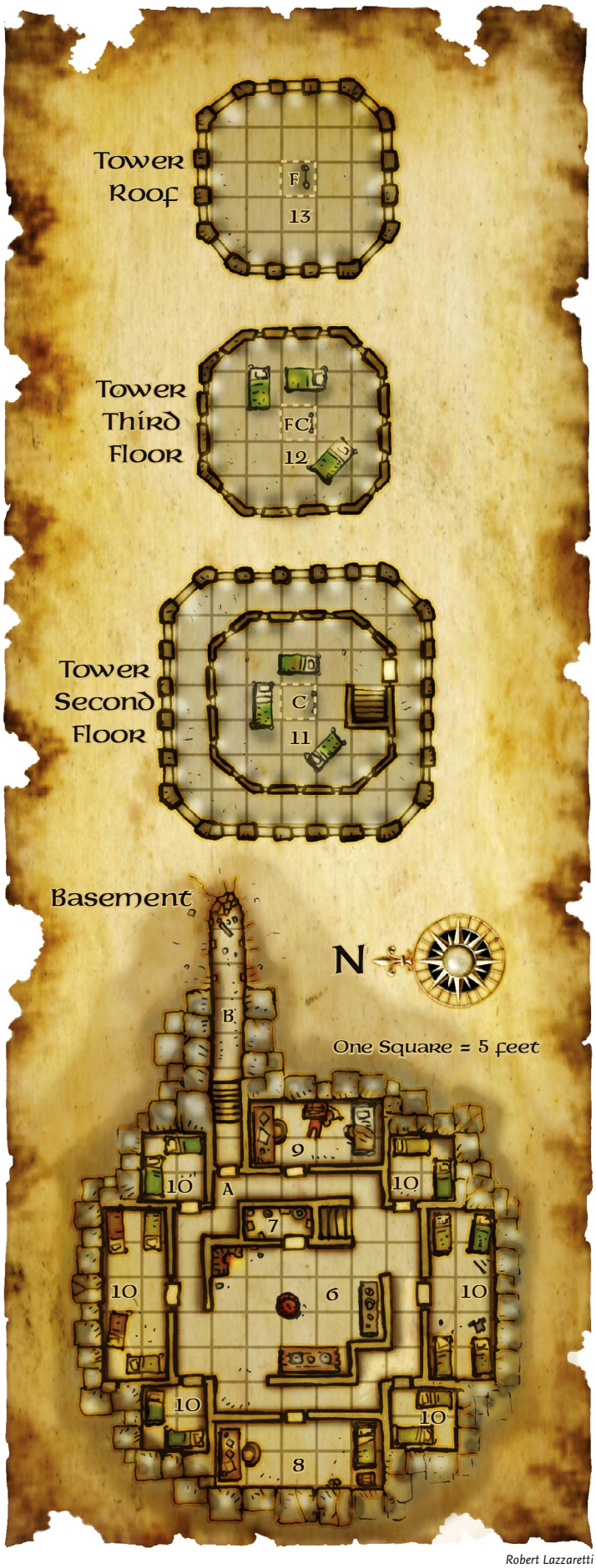

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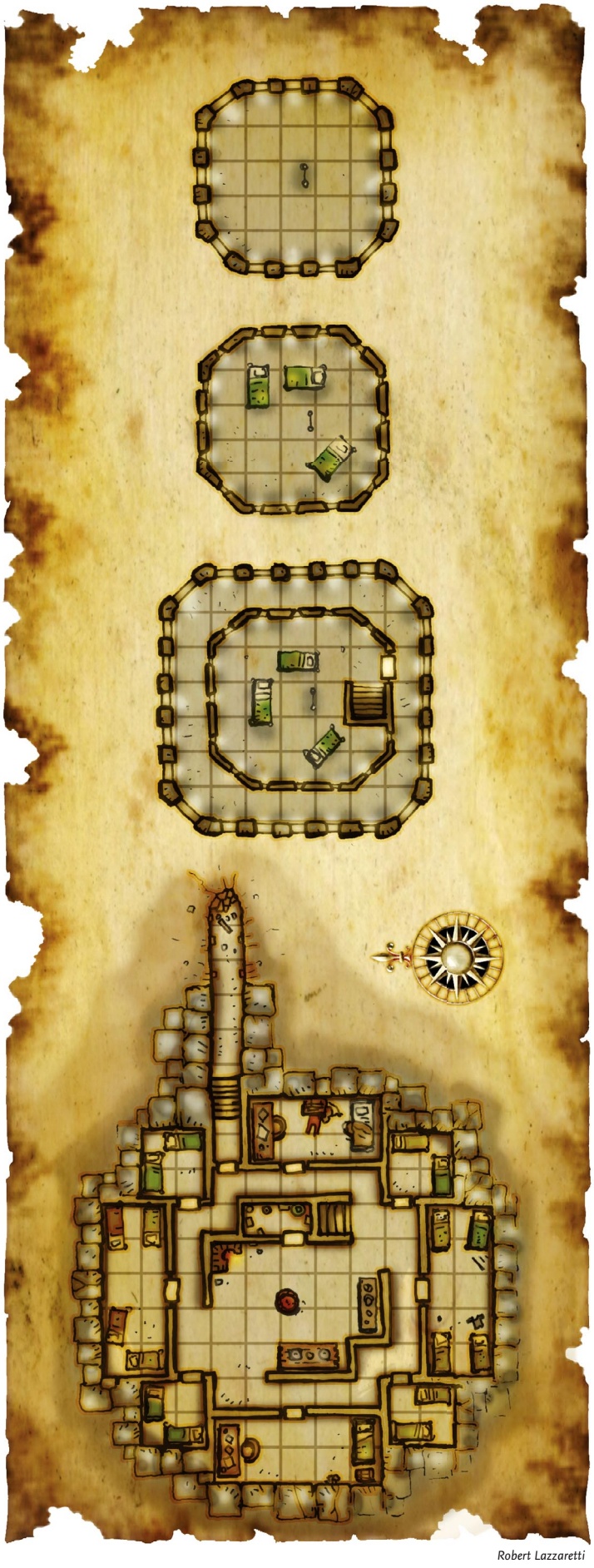

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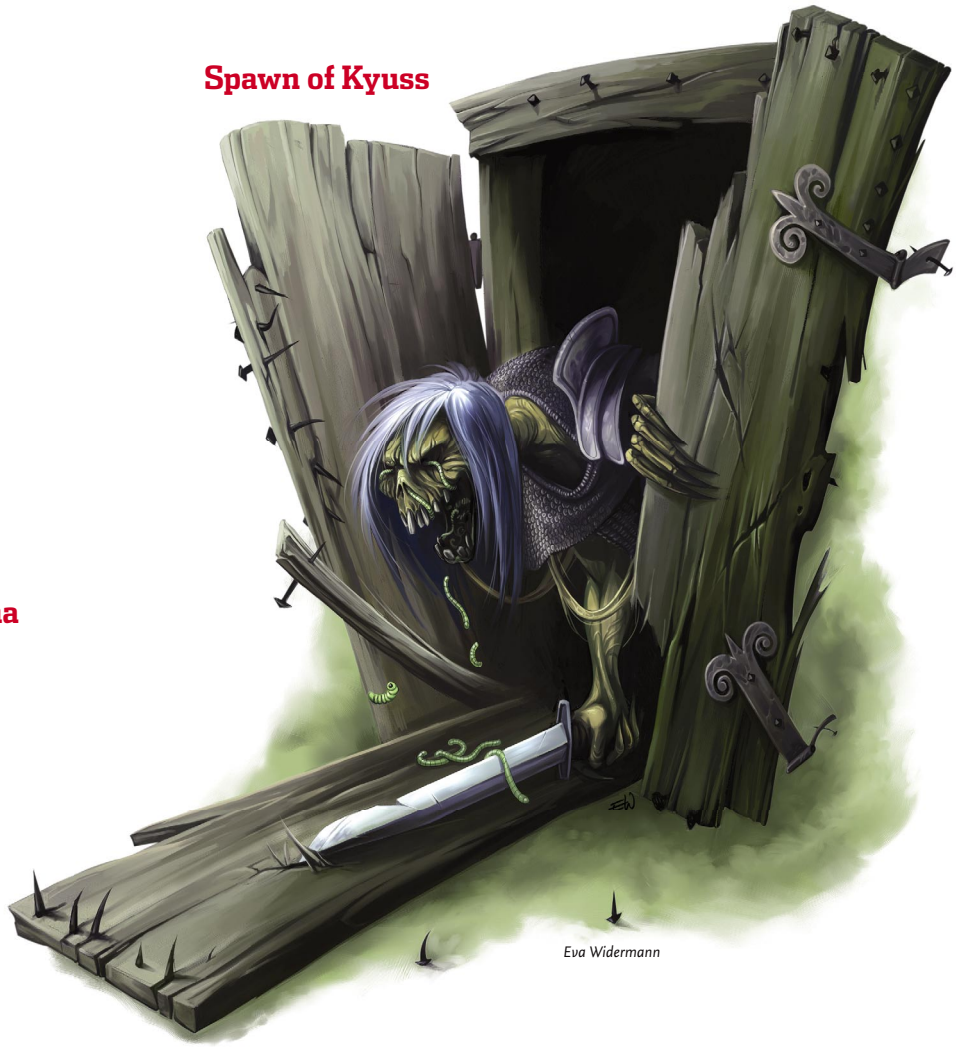
Marzena

Eva Widermann

Spawn of Kyuss



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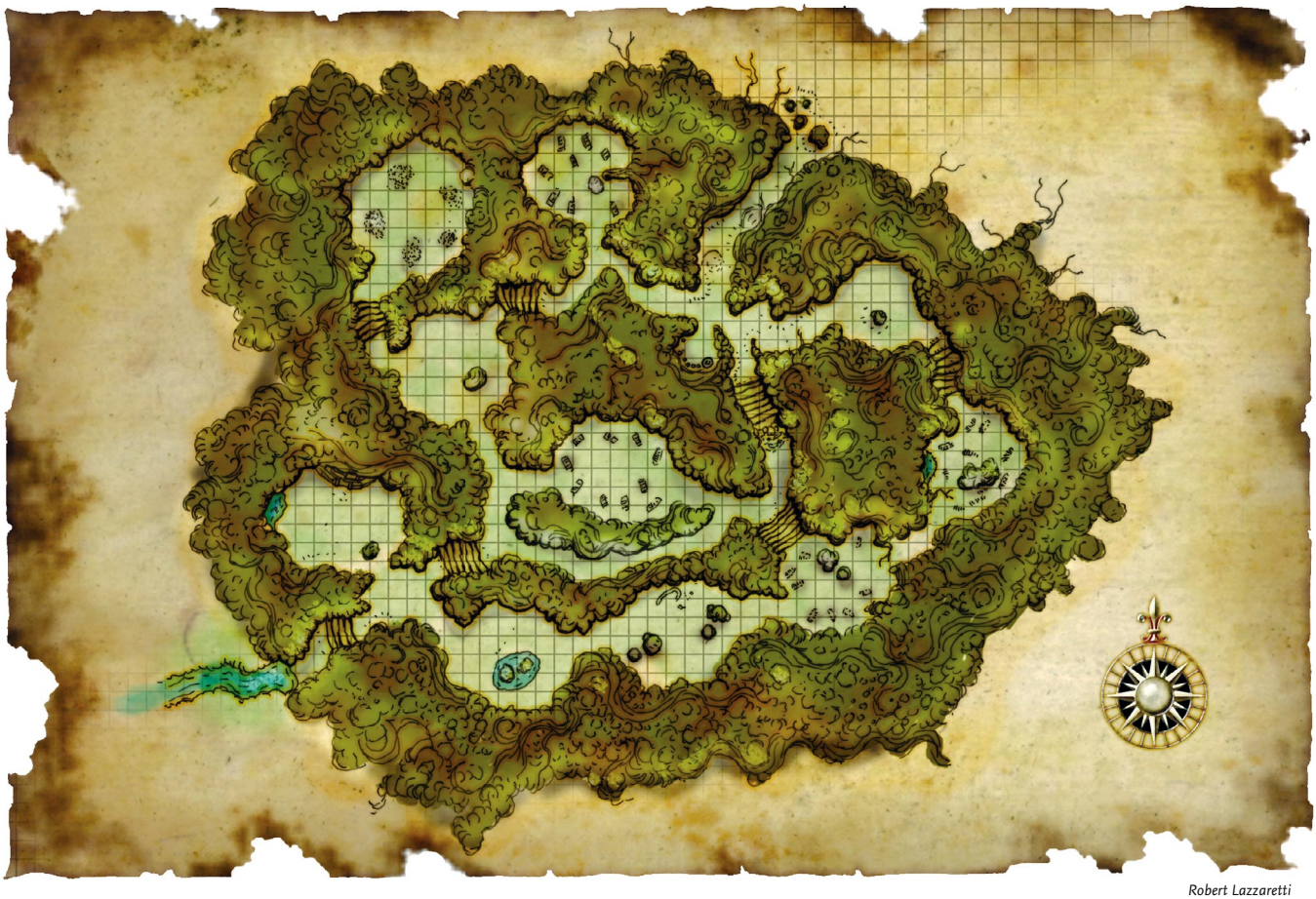

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Kyuss Spawnling

Eva Widermann

Shukak

Eva Widermann

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RUNNING "ENCOUNTER AT BLACKWALL KEEP" IN THE FORGOTTEN REALMS

by Eric L. Boyd

In the Realms, the town of Daggerford (Diamond Lake) lies along the north bank of the River Delimbiyr, some thirty or so miles inland. Instead of flowing freely into the Sea of Swords, the River Delimbiyr dissolves into a morass of waterways threading beneath cold-weather cypress trees festooned with hanging moss, known as the Lizard Marsh (Mistmarsh). Possible encounters on the way to the Lizard Marsh (see "Encounters on the Road" in *Dungeon* #126, page 19) include religious pilgrims of Lathander (St. Cuthbert), orcs or goblins from the High Moor, or lizardfolk of the Blue Feather Clan (notable for their ornamental belts and baldrics laced with distinctive blue feathers).

The Lizard Marsh is home to several tribes of lizardfolk, including the Blue Feather Clan and the Redeye Tribe (Twisted Branch Tribe), dinosaurs such as ceratosaurs and pternadons, detailed in *Serpent Kingdoms*, and several black dragons, including Ilthane. The presence of dinosaurs so far from their native Chult has led some sages to speculate about the presence of a portal in the marsh, while others believe the dinosaurs sprang from eggs lost during the wreck of the *Jungle Queen*, which was driven into the marsh and wrecked during a terrible storm over a century ago on its way back to Waterdeep from an expedition to the northern coast of the Jungles of Chult.

The region around the marsh is ruled by various human lordlings (most of whom claim the title of baron) who trace their lineage back to Delimibiyran, the Kingdom of Man. Traditionally, these lordlings have allied themselves with the Duchy of Daggerford, tithing some of their monthly income to the duke in exchange for assistance in keeping the lizardfolk of the marsh contained. Since the death of the duke, this traditional alliance has begun to break down, and the Lords of Waterdeep (Free City) have quietly taken an increased role in supplying supplemental troops to contain the lizardfolk tribes. One of the local lordlings is **Baroness Piann Cromm** (LN female Tethyrian human Aristocrat 2) of Cromm's Hold (Blackwall Keep). The redoubtable baroness lost her husband and only son to lizardfolk raiders of the Blue Feather tribe over a dozen years ago. Since then, she has ruled her husband's holdings with a firm but fair hand, grimly holding on to this dangerous territory in memory of their loss.

When the PCs arrive at Cromm's Hold, the garrison commander Baroness Piann and thirteen **soldiers** (LN male and female Tethyrian and Illuskan human Warrior 1) are the remaining survivors holding out against the assault. (The Realms variant has one less soldier and the "garrison commander" has survived.) The assault is being led by lizardfolk of the Redeye Tribe, notable for their baldrics of red-brown pelts and red "eye" tattoos encircling their left eye. A DC 15 Knowledge (local) check reveals that the Redeye tribe was once one of the more peaceful lizardfolk tribes, led by a shaman named Redeye, who was notable for his willingness to negotiate with humans. According to reports (which differ significantly from the truth), Redeye (Shukak) was slain a decade or so ago by a party of adventurers, only to return as a lich. Since that time, Redeye has reportedly transformed his followers into a brutal band of raiders bent on vengeance against humanity.

Conversion notes for the Fields of Pesh, *Rod of Seven Parts*, Queen of Chaos, and Wind Dukes of Aaqa are detailed in the Realms conversion notes for "The Whispering Cairn."

The Commander's Quarters (area **8** of Cromm's Hold) should have a slightly richer set of furnishings than described in the adventure. In addition, there is a prominent portrait of the baroness with her late husband and son.

Lizard Marsh Encounters

The following table replaces the "Mistmarsh Encounters" table found in *Dungeon* #126, page 28.

d%	Encounter
01-05	1 young black dragon (EL 5)
06-15	1 ceratosaur (EL 7)
16-25	2 pternadons (EL 5)
26-40	5 lizardfolk (EL 5)
41-50	1 gargantuan monstrous centipede (EL 6)
51-60	4 dire toadsMM2 (EL 5)
61-70	4 monitor lizardsMM (EL 5)
71-100	Roll once on Mistmarsh Table

Redeye

Redeye is the king of the Redeye tribe and an ally of the black dragon Ilthane. This powerfully built lizardman stands nearly 7 feet tall, with the clawed hands, long tail, and toothy jaws typical of his race. Whereas most lizardfolk have a thin white membrane that grows hard scales ranging in color from onyx black to olive green to mud brown, Redeye's skin and scales are a putrescent, almost glowing, green hue.

Redeye (Shukak) was once a divine champion of Semuanya, tolerant of other races and willing to negotiate with humans. In the Year of the Wave (1364 DR), Redeye was leading a lizardfolk hunting party that crossed paths by chance with the Company of the Black Claw, a band of adventurers in the employ of Ilthane, whose territory lay near Redeye's tribal lands. The two groups quickly came to blows.

Unbeknownst to Redeye, Ilthane had recently agreed to enter into Dragotha's service. She had sent the Company of the Black Claw to Daggerford to meet with an agent of the undead dragon and bring back a set of potions. The potions contained alchemical additives with which the black dragon planned to begin her activities on behalf of Dragotha. At the end of the battle, Redeye lay dying amongst the corpses of his friends and

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foes. In desperation, Redeye fed on the fallen body of a cleric of Talos and drank several of the tainted potions the cleric carried.

In the wake of the battle, Redeye returned to his people a changed creature and quickly seized control of the tribe from its aging king. Redeye credited his survival to Talos the Destroyer, hoisting aloft a shield bearing the Destroyer's symbol as proof of his conversion. Under Redeye's leadership, the Redeye tribe (as it came to be known) began an aggressive series of raids against the surrounding human communities. After several townsfolk witnessed Redeye's fanaticism, rumors spread among the human communities of the region that some sort of aspect of Talos was leading the lizardfolk.

Meanwhile, Ilthane had reestablished contact with Dragotha's agents and acquired a new set of Kyuss worms. Eventually, Ilthane realized that the reports of a lizardfolk aspect of Talos began shortly after the disappearance of the Black Claws and that the two events were probably related. After her initial attempt to infect the lizardfolk with masses of undead worms failed, Ilthane approached Redeye and forged her alliance with the tribe. Now, in addition to her plot to incubate a new crop of worms in the tribe's eggs, Ilthane keeps close watch over Redeye, observing how he unknowingly serves her needs.

Redeye **CR 8**

Male lizardfolk barbarian 6/divine champion 1 [Talos]
CE Medium humanoid (reptilian)
Monster Manual 169
Init +6; **Senses** Spot +1, Listen +1
Languages Common, Draconic

AC 23, touch 12, flat-footed 21; improved uncanny dodge
hp 89 (9 HD)
Fort +11, **Ref** +7, **Will** +3

Spd 40 ft.
Melee +1 *returning trident* +14/+9 (1d8+5/19–20) and bite +10 (1d4+2)
Ranged +1 *returning trident* +12 (1d8+5/19–20)
Base Atk +8; **Grp** +12
Special Atk rage 2/day

Abilities Str 18, Dex 15, Con 18, Int 11, Wis 12, Cha 12
SQ hold breath, lay on hands 1 point/day, trap sense +2
Feats Improved Critical (trident), Improved Initiative, Multiattack, Weapon Focus (trident)
Skills Balance +8, Intimidate +7, Jump +12, Knowledge (religion) +3, Sense Motive +4, Swim +8
Possessions *shield of the destroyer (+1 heavy steel shield), +1 returning trident, bracers of armor +3, Redeye* (single *eye of the eagle* made of a translucent ruby lens), pouch containing 31 cp, 35 sp, and 90 gp.
Rage (Ex): While he is raging, Redeye's statistics change as follows:
AC 21, touch 10, flat-footed 19; improved uncanny dodge
hp 107 (9 HD)
Fort +13, **Will** +5
Melee +1 *returning trident* +16/+11 (1d8+7/19–20) and bite +12 (1d4+3)
Ranged +1 *returning trident* +12 (1d8+7/19–20)
Grp +14
Abilities Str 22, Con 22
Skills Jump +14, Swim +10

RUNNING "ENCOUNTER AT BLACKWALL KEEP" IN EBERRON

by Keith Baker

"Encounter at Blackwall Keep" brings the heroes into conflict with a tribe of misguided lizardfolk, who have become tools of those who seek to usher in the Age of Worms. Only a few changes are required to adapt the adventure to Eberron, but these create ideas that you may wish to explore in the future.

The Lizardfolk of the King's Forest

"Encounter at Blackwall Keep" is based around the idea that the people of the Free City have had a long-standing conflict with the local lizardfolk, and that the keep was built to hold these lizardfolk raiders in check. However, in Eberron, we've set the Free City as Sharn, and there aren't any lizardfolk near Sharn.

Or are there?

In modern-day Khorvaire, the largest concentration of lizardfolk can be found in Q'barra. But the lizardfolk are reclusive by nature—and until humans settled Q'barra during the Last War, no one knew about the reptilian civilization hidden in the jungle. Over the last century, lizardfolk have been found in other dark corners of Khorvaire. Explorers and soldiers seeking refuge have found lizardfolk in a variety of caves, swamps, and jungles, including the King's Forest of Breland.

The King's Forest is a a rain forest that covers thousands of square miles, stretching out north and east of Sharn. Although hunting is prohibited, the King's Forest has long been a haven for poachers and brigands, as well as monsters and magical beasts that were hunted

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down and killed if they ventured into the open. The lizardfolk of this region fought the Dhakaani goblinoids and the minions of the Daelkyr thousands of years ago, and learned to fear outsiders. For centuries they have been living under the noses of the human invaders, hidden in the heart of the forest and avoiding all contact with the softskins. But then the plague of worms struck down their children. The dragon Ilthane came to their hidden villages and told them the humans and the other softskins were to blame for the catastrophe, and for the last decade she has nutured the flames of rage in the hearts of the lizardfolk. The lizardfolk have never attacked Blackwall Keep, until now.

Characters who make a DC 20 Knowledge (nature) or bardic knowledge check upon seeing the lizardfolk recall stories about hunters who claimed to have seen lizardfolk in the King's Forest. These stories depict the lizardfolk as shy and peaceful. While the lizardfolk have druids, they do not follow any of the Eldeen druidic traditions presented in the *Eberron Campaign Setting*.

Blackwall Keep

This fortress is located 130 miles north of Sharn, where the King's Forest reaches out toward the banks of the Dagger River. It is part of a chain of small fortresses set along the trade road, which both watch the shores of the Dagger and combat poachers, bandits, and other threats that emerge from the King's Forest. The swampy jungle east of Blackwall Keep has an unusually high percentage of dangerous magical beasts, and the keep has always had a skilled battle mage on hand to handle these monsters. At present, that is Allustan's friend Marzena.

Encounters on the Road

Goblins and orcs are not inherently savage in Eberron, and this is too deep in Breland for raiders from Droaam or Darguul. Revise the following encounters:

Goblins: The goblins are poachers, who rely on the game they find on the edge of the forest to feed their families. While they are not evil or innately hostile, they are returning from the hunt with illegal venison and are on edge; aggressive PCs could provoke them to violence.

Lizardfolk: As lizardfolk are not common in the region, this party is from the same tribe that is attacking Blackwall, and they attack humans on sight.

Orcs: Instead of encountering orcs, a result of 86–90 results in an encounter with 3 Unhinged Soldiers (EL 4). The powers of Khyber and Xoriat are always lurking in the shadows of Eberron, and the horrors of war have driven these Brelish soldiers to the worship of the Dragon Below. They have become ravenous cannibals and only emerge from the King's Forest to prey on travelers on the road. They are filthy: their clothes are torn, their eyes are mad, and they are covered with dirt and dried blood. They have lost the ability to speak and are driven only by hunger and instinct. If any of the PCs served Breland in the war, perhaps they recognize one of these unfortunates as a former comrade-at-arms.

Unhinged Soldier **CR 2**
Male human warrior 2/barbarian 1
N Medium humanoid
Init +1; **Senses** Spot –1, Listen +3
Languages Common

AC 15, touch 11, flat-footed 14; Dodge, Mobility
hp 18 (3 HD)
Fort +5, **Ref** +1, **Will** –1

Spd 40 ft.
Melee longsword +4 (1d8+1/19–20)
Base Atk +3; **Grp** +4
Special Atk rage 1/day

Abilities Str 12, Dex 13, Con 11, Int 8, Wis 9, Cha 10
Feats Dodge, Mobility, Toughness
Skills Climb +3, Intimidate +6, Jump +3, Listen +3, Survival +4
Possessions longsword, studded leather armor, heavy wooden shield

Rage (Ex): While he is raging, an unhinged soldier's statistics change as follows:
AC 13, touch 9, flat-footed 12
hp 24 (3 HD)
Fort +7, **Will** +1
Melee longsword +6 (1d8+3/19–20)
Grp +6
Abilities Str 16, Con 15
Skills Climb +5, Jump +5

The Mistmarsh

The Mistmarsh is an exceptionally swampy area of the jungle to the east of Blackwall Keep. The rough terrain has kept hunters from exploring it thoroughly, which made it a haven for the lizardfolk and dangerous beasts rarely found in the open woods. It can be used as a marshy region within a vast rain forest, and not a freestanding swamp.

The ghouls encountered in the Mistmarsh are the remnants of a band of soldiers of the Emerald Claw. The Claw sent this unit, composed of a priest and several soldiers, to Breland to perform acts of sabotage during the war. After some of the soldiers were killed by beasts in the forest, the priest animated their corpses as ghouls. After the priest fell to a Brelish patrol, the ghouls ran wild, killing and transforming the rest of the soldiers. People familiar with Karrnath may recognize the distinctive uniforms of the Emerald Claw (see page 226 of the *Eberron Campaign Setting*).

The Lair

The harpies found in area **4** served Breland as mercenary scouts during the Last War. After they were severely wounded in battle, the harpies were found and healed by the lizardfolk. The lizardfolk treat them well, and the harpies have chosen to remain with their new allies. Shukak, the Lizard King, was not raised as a slave, but he was captured by a hunting expedition and pressed into fighting in the Burning Ring of Sharn. This is against the Code of Galifar—but people liked watching the creature fight, and Hoas Junter paid the Watch to look the other way.

Ilthane

You may wonder how the dragon Ilthane fits into the grand scheme of things: aren't the dragons of Argonnessen the ancient enemies of the Lords of Dust? This fact makes the corruption of a dragon to the cause of darkness all the sweeter. More information about Ilthane, her master Dragotha, and their ties to the oldest evils of Eberron will be revealed in future installments of this appendix.

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Kieran Yanner

THE CLOCKWORK FORTRESS

by Wolfgang Baur

A mechanical man discovers his ancestral fortress has fallen to a lunatic derro, but something worse than mad derro haunts the Clockwork Fortress' gears. A D&D adventure for 8th-level characters.

The Clockwork Fortress

Kieran Yanner

Prince Oskari Lodestar

Kieran Yanner

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Brass Man

Kieran Yanner

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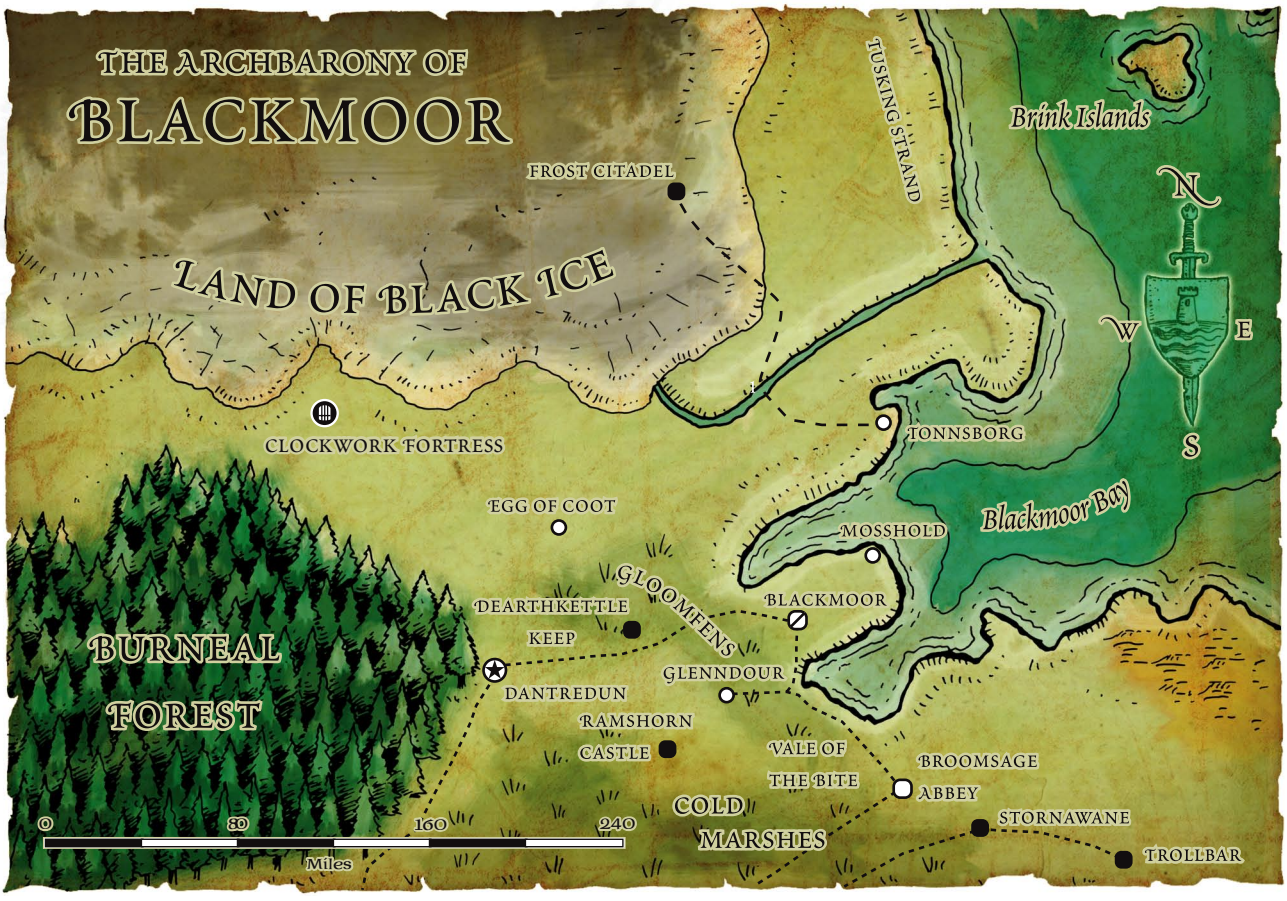
Kieran Yanner



Robert Lazzaretti

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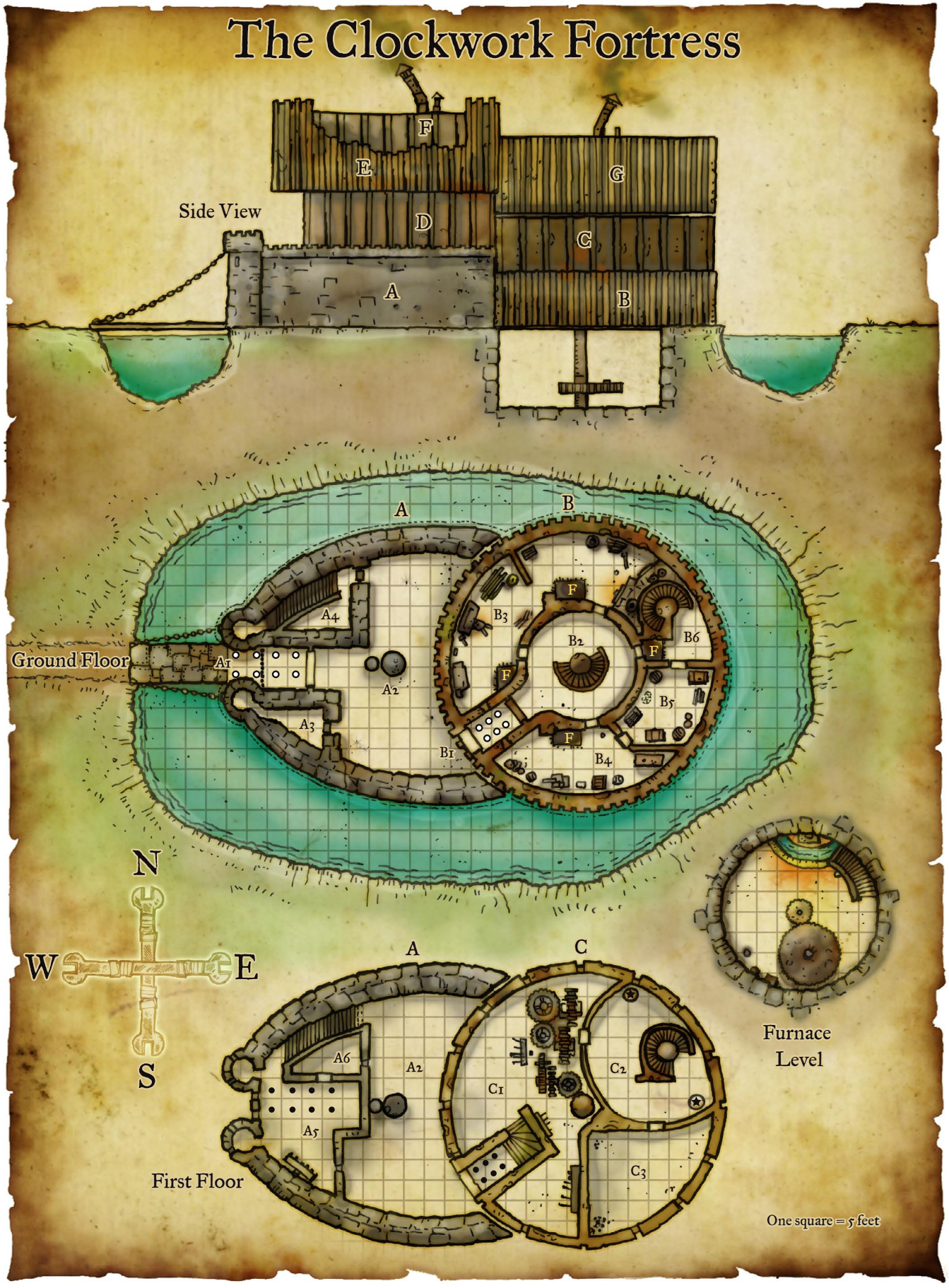

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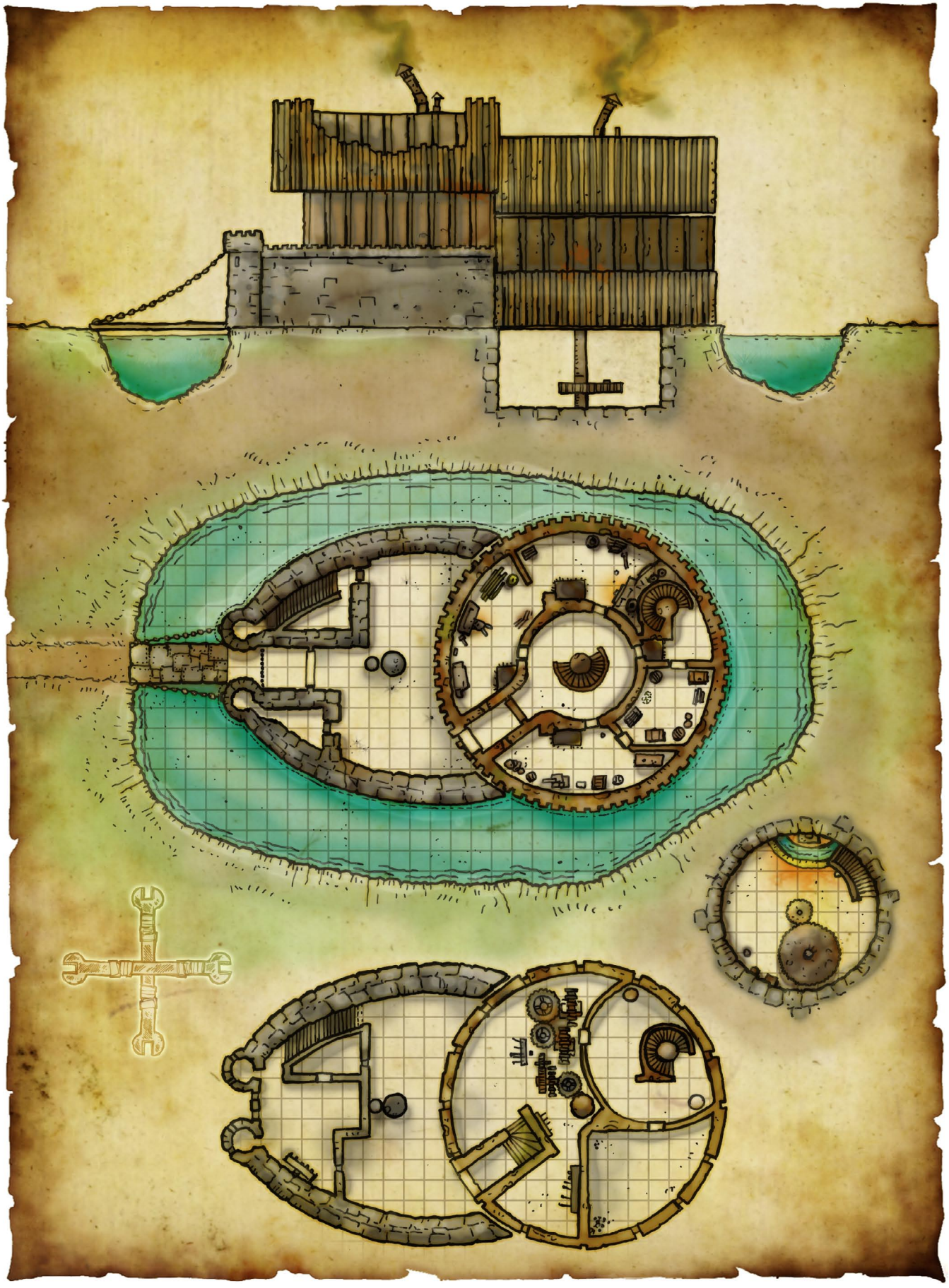

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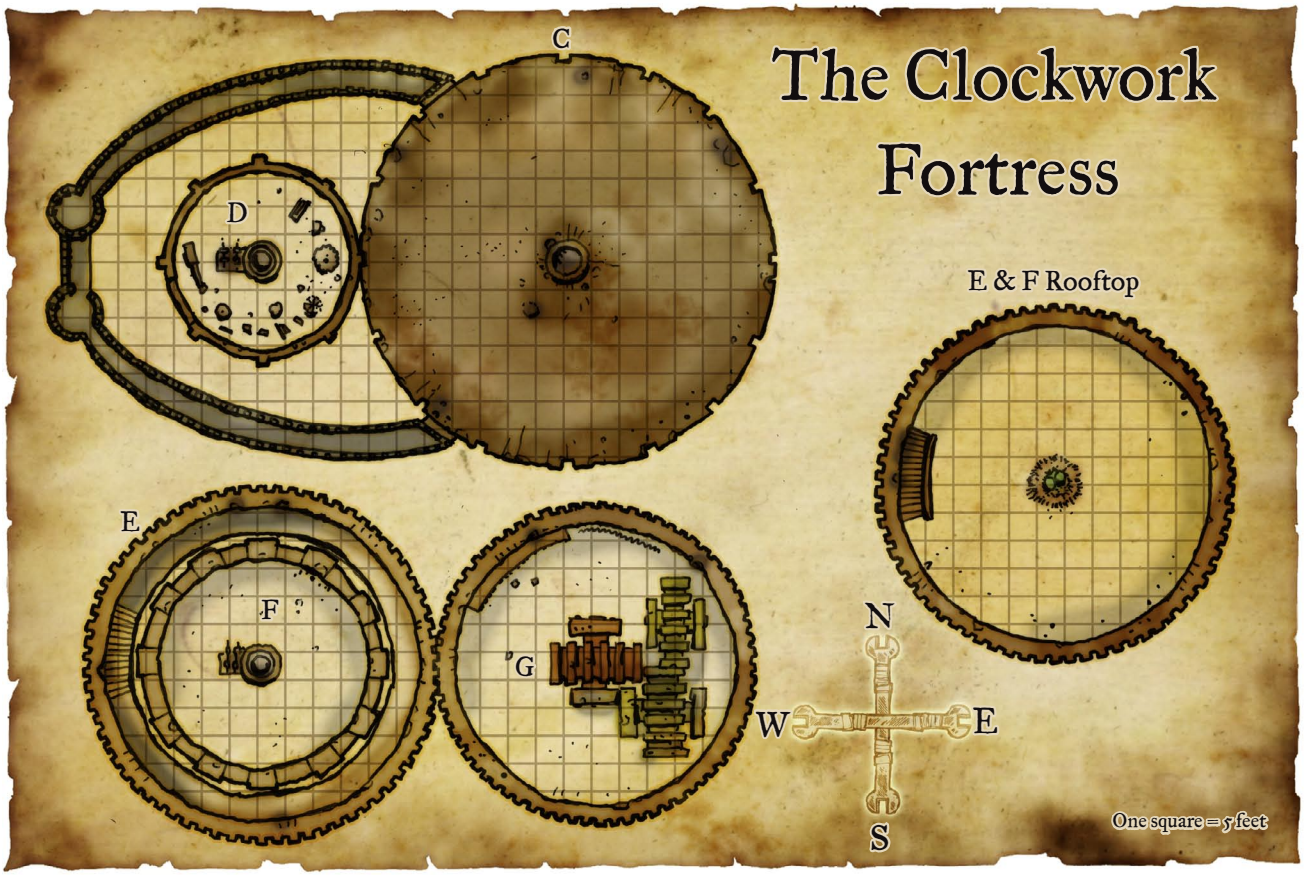

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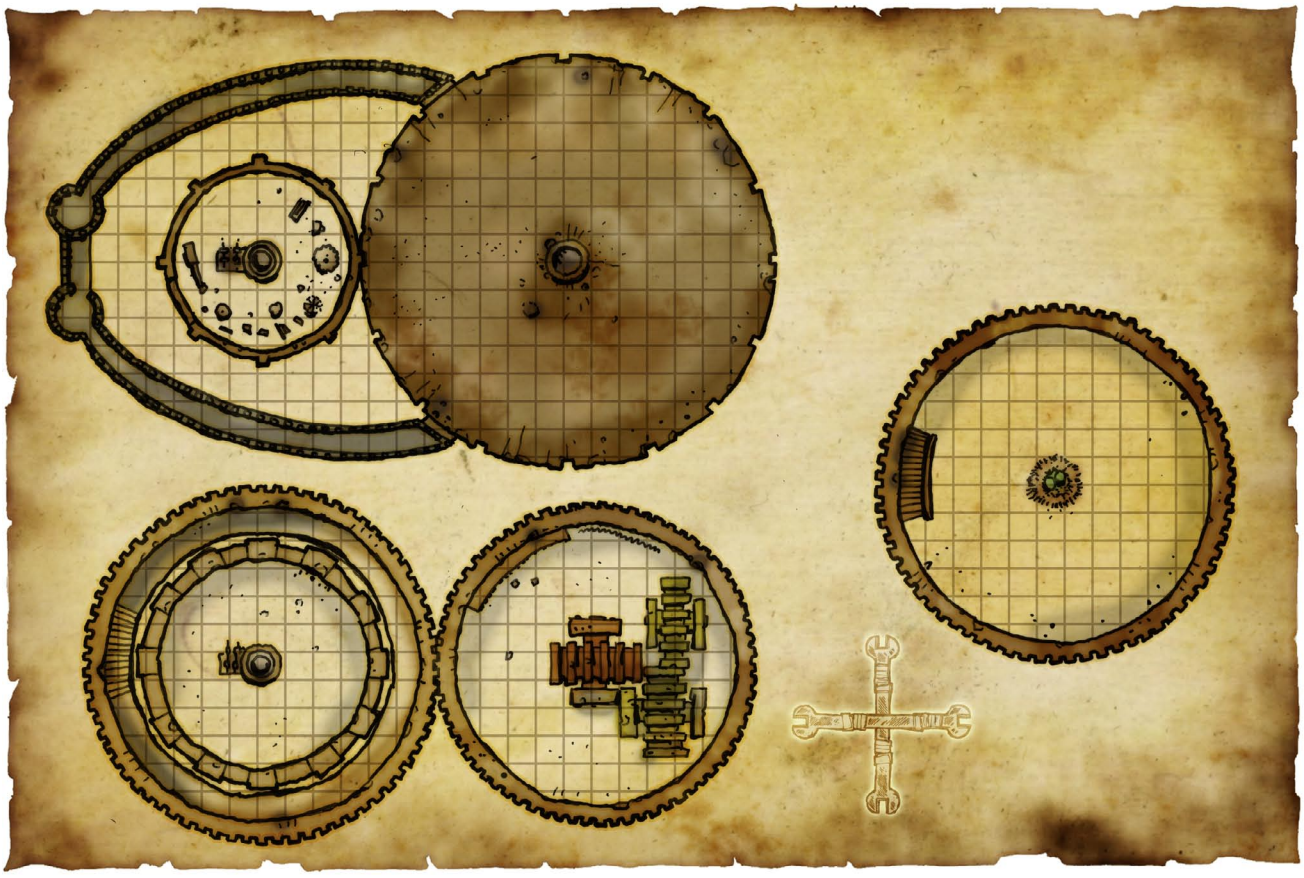

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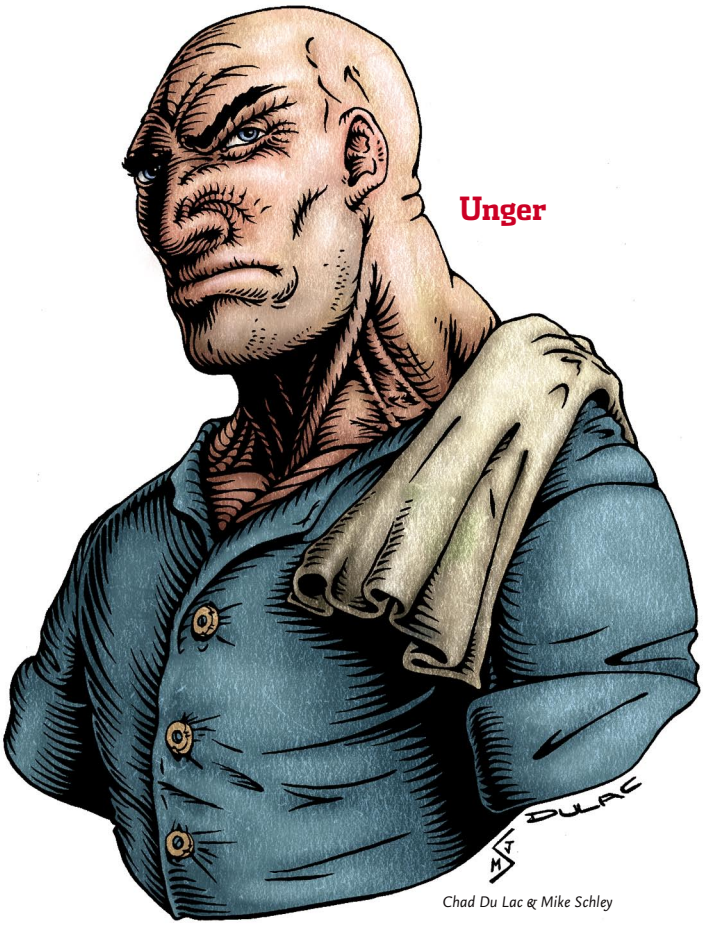
Chad Du Lac & Mike Schley

BLOOD OF MALAR

by Eric L. Boyd

Seductive vampires, hungry werewolves, sinister drug dealers, trouble in the sewers, and an undead beholder? Just another day in Waterdeep! The first adventure in the Vampires of Waterdeep Campaign Arc, "Blood of Malar" is a Forgotten Realms adventure for 13th-level characters.



Unger

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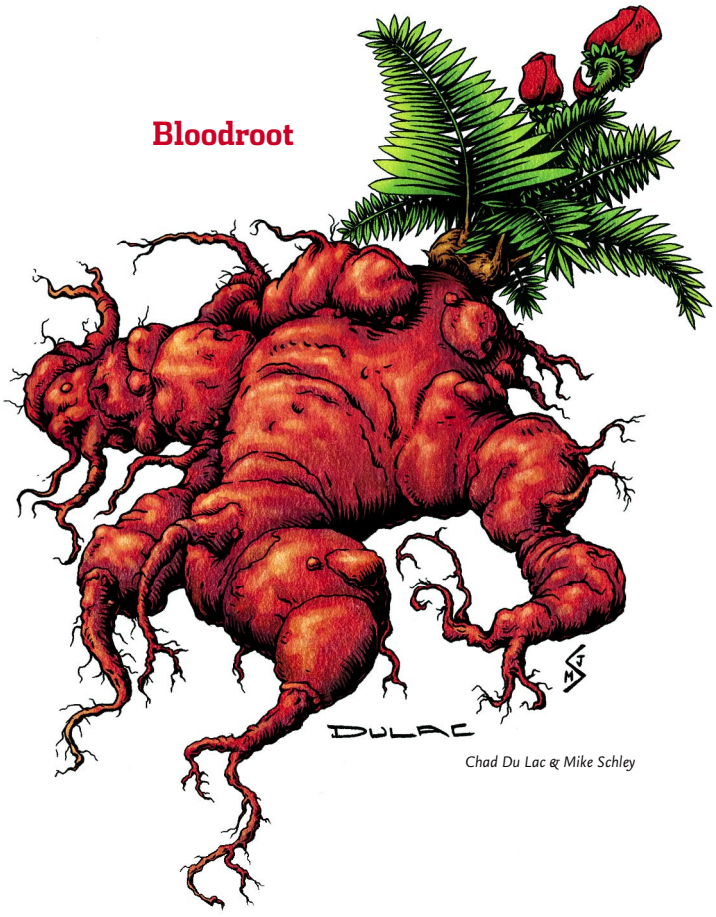

Bloodroot

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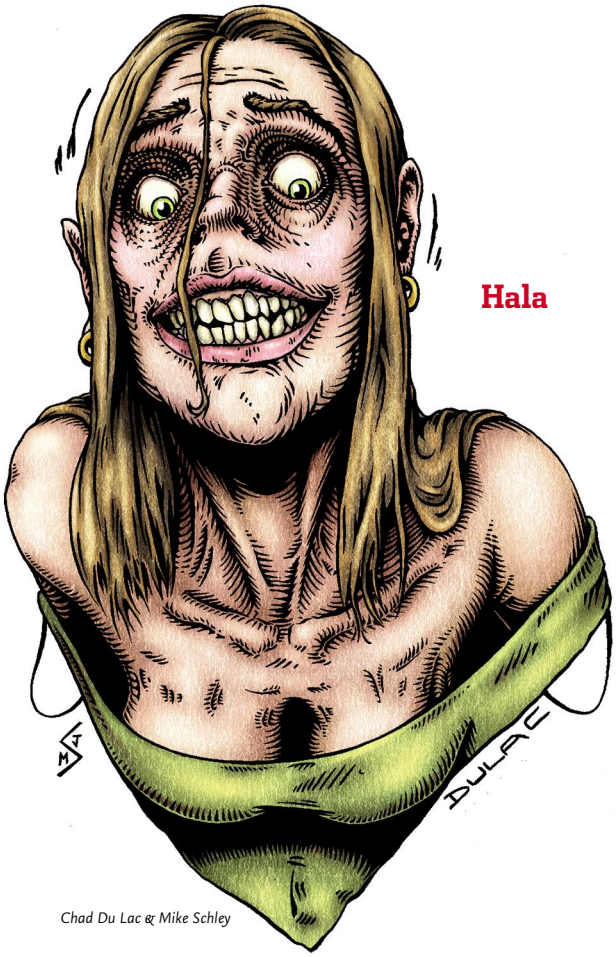
Hala



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Dhusarra

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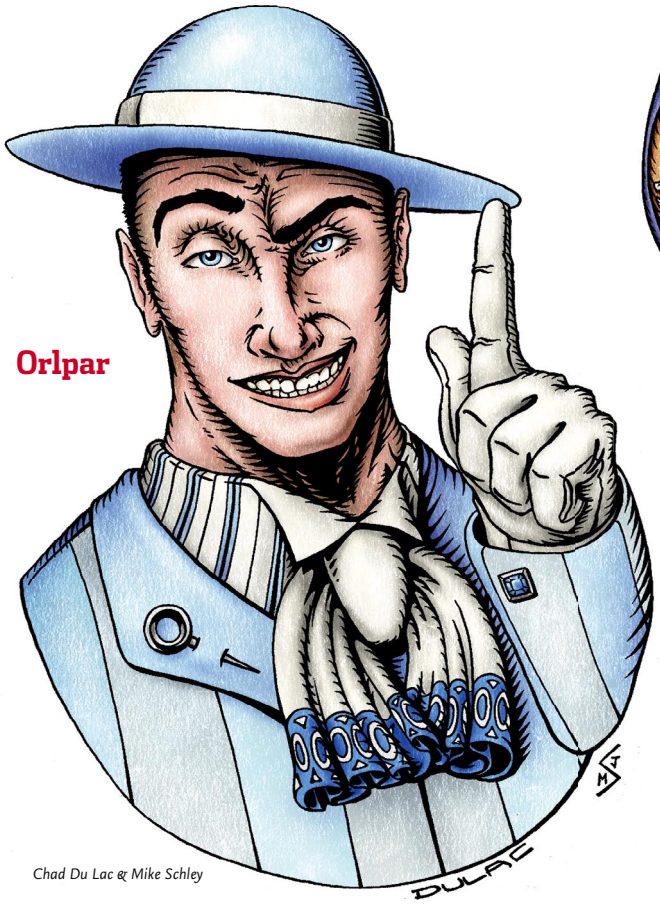
Orlpar



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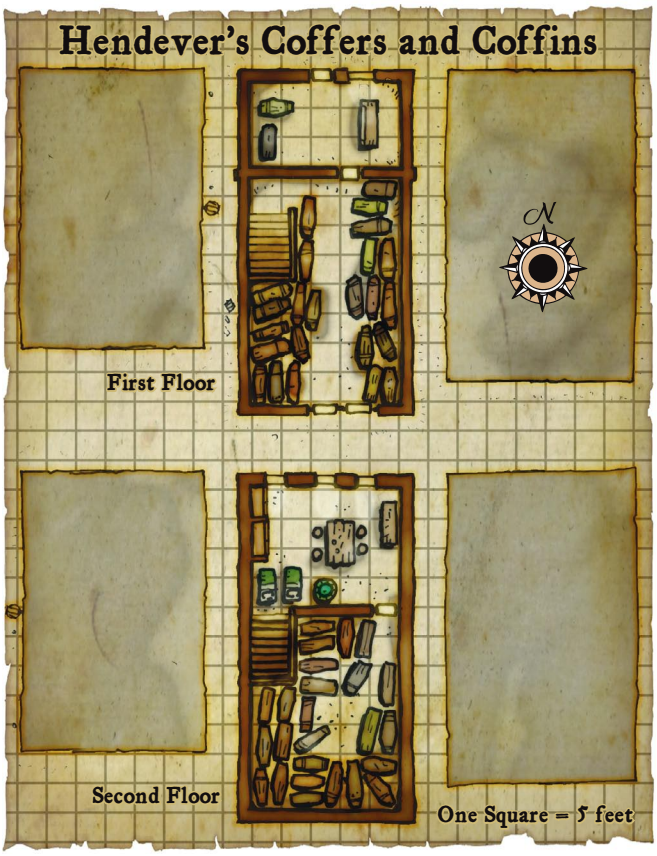

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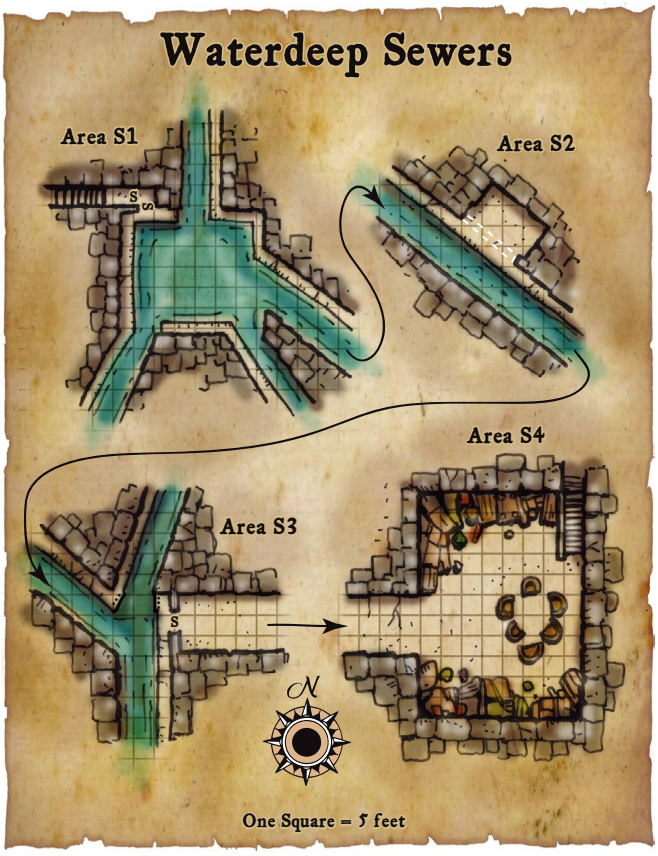

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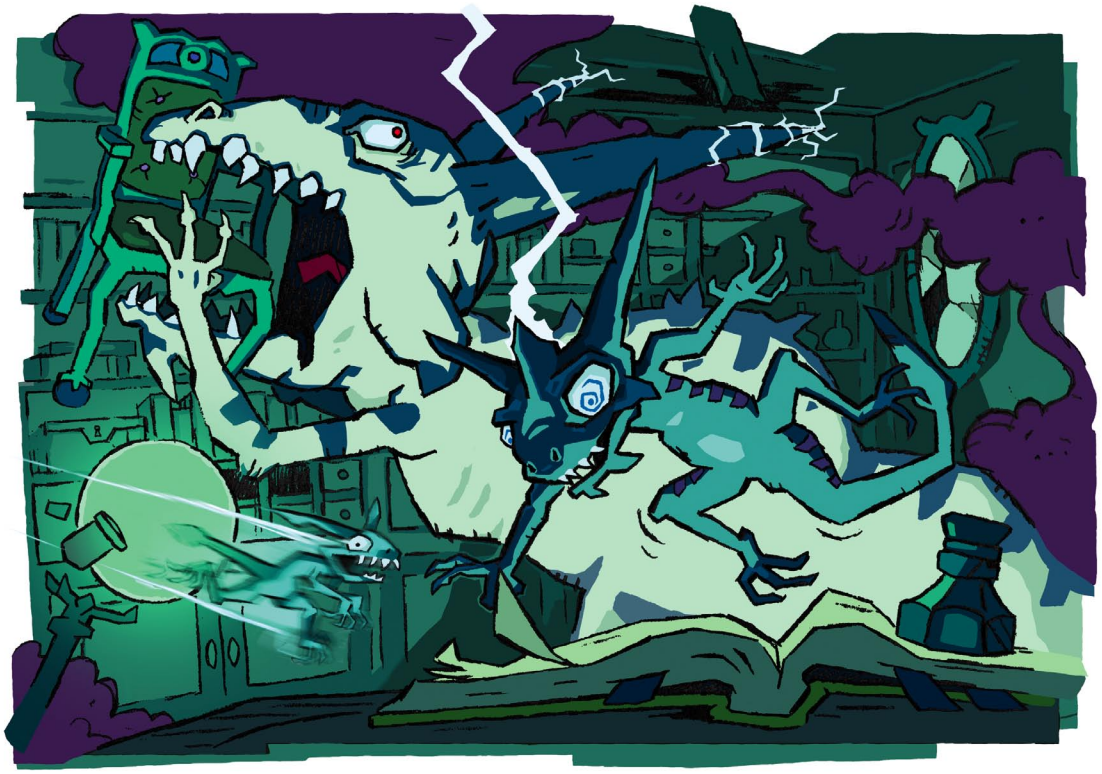

Tony Moseley

THE MENAGERIE

by B. Matthew Conklin III

What happens when a vagabond finds a weird snake down by the river and gives it to the local curio shop? Find out in "The Menagerie," winner of the Origins/*Dungeon* Side Trek Design Competition, a D&D adventure for 6th-level characters.

Elgeen

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Cockatrice

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Rust Monster

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Ravid

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